

**THE FREMANTLE TRUST**

**ANNUAL REPORT AND FINANCIAL STATEMENTS**

**For the year ended 31 March 2024**

**Registered Company Number 2722437**

**Registered Charity Number 1014986**

# THE FREMANTLE TRUST

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# THE FREMANTLE TRUST

## TRUSTEES' REPORT FOR THE YEAR ENDED 31 MARCH 2024

Registered Charity	No 1014986
Limited Company	No 2722437
Company Secretary	Barrie Miles (resigned 1 February 2024) Joanna Downing (appointed 1 February 2024)
Chief Executive	Narinder Singh (resigned 1 February 2024) Jacqui Roynon (appointed 1 February 2024)
Registered Office	Woodley House 64/65 Rabans Close Aylesbury Buckinghamshire HP19 8RS
Statutory Auditor	BDO LLP Two Snowhill Birmingham B4 6GA
Bankers	NatWest Group 164-166 Midsummer Arcade Milton Keynes Buckinghamshire MK9 3BA
Trustees	Dan Hayes (appointed 1 February 2024) Tracey Wardle (appointed 1 February 2024) Michael Stredder (appointed 1 February 2024) Millie Wentworth-Stanley (appointed 1 February 2024) Richard Fitzalan Howard (appointed 1 February 2024)  Jim Burness (resigned 1 February 2024) Robert De Barr (resigned 1 February 2024) Louise Drew (resigned 1 February 2024) Toni Martin (resigned 1 February 2024) Georgina Turner (resigned 1 February 2024) Stephanie McMahon (resigned 1 February 2024) Patricia Capewell (appointed 26 September 2023 and resigned 1 February 2024)

## THE FREMANTLE TRUST

### TRUSTEES' REPORT FOR THE YEAR ENDED 31 MARCH 2024

#### Structure Governance and Management

The Fremantle Trust (the Charity) is a charitable company limited by guarantee (registered company number 2722437, registered Charity number 1014986) and was established on 8 June 1992. Since 12<sup>th</sup> May 2020, the Charity has been the Parent of Leonard Pulham Limited which is a registered society under the Co-operative and Community Benefit Societies Act 2014. The subsidiary was a former care home for old people until May 2020 when it closed and has not re-opened. On 1 February 2024, The Fremantle Trust became a wholly owned subsidiary of The Orders of St John Care Trust ('OSJCT').

The governing documents for The Fremantle Trust are its Memorandum and Articles of Association (as amended on 1 February 2024).

Following the acquisition of the Charity by OSJCT on 1 February 2024, a new Board of five Trustees was appointed. Under the new Articles, all Trustees are appointed either directly by OSJCT or by the Board following written approval by OSJCT.

Prior to 1 February 2024, the Board of Trustees comprised between 5 and 15 members. The new Board wish to extend their thanks to the former Trustees for all their years of service, particularly their significant efforts in realising the sale to OSJCT.

As of 31 March 2024, the Board comprised five Trustees, three of whom are employees of OSJCT. The remaining two Trustees are independent.

In the period to 31 January 2024, all members of the Board of Trustees gave their time voluntarily and received no benefits from The Fremantle Trust. From 1 February 2024, the Board of Trustees includes employees of OSJCT but none of Trustees were paid any remuneration by The Fremantle Trust. Any expenses reclaimed or incurred directly are set out in Note 5 to the accounts.

Day to day management of the organisation is delegated to an Executive Team comprising on 31 March 2024:

Jacqui Roynon	Chief Executive Officer
Karen Southern	Chief Financial Officer
Caroline Dunagan	Operations Director

#### Services and Activities

The principal activity of the Trust is as a leading not-for-profit care provider in Buckinghamshire. During the year to 31 March 2024 the Fremantle Trust provided the following services.

Services for older people:

- 10 care homes in Buckinghamshire providing care and support for up to 640 (2023: 640) residents on either a permanent or short-term basis. The services offered include nursing care, residential care, dementia care and respite care.

Learning disability services:

- 5 care homes in Buckinghamshire providing care and support to 41 (2023: 42) permanent residents, and 4 (2023: 3) places for short term/respite services.
- Supported living for 189 (2023: 191) people with a learning disability (93 Buckinghamshire & 96 Milton Keynes which is provided directly in their own homes.
- Our day centre for people with a learning disability in Bedford was transferred to another provider at the end of June 2023.
- Our supported living service in Stamford (Hertfordshire) which had a maximum 9 resident capacity was transferred to another provider at the end of October 2023.

## **THE FREMANTLE TRUST**

### **TRUSTEES' REPORT FOR THE YEAR ENDED 31 MARCH 2024**

#### **Funding Sources**

Trustees wish to ensure that The Fremantle Trust's services are widely accessible, according to care and support needs, and therefore have contracts with local authorities for all learning disability services and almost half of services for older people. The local authority pays the balance of the fees, dependant on the residents' income, for those it places. Where beneficiaries pay fees directly for their places, the amounts charged are set by reference to market conditions and service costs and aim to achieve a surplus for future investment. Should a direct fee-paying individual's funds become depleted below the local authority threshold, we will always use our best endeavours to reach agreement with the appropriate local authority to enable that person to remain in our care providing the service continues to meet the resident's needs.

#### **Aims and Objectives**

The Fremantle Trust's legal objectives, as set out in the Memorandum and Articles of Association, are to promote and provide relief, support and assistance to individuals who by reason of old age, or physical or mental illness or physical or mental disability require special care and attention.

The Fremantle Trust provides care and support for older people and people with learning disabilities. We operate registered care homes (providing residential, nursing, respite and dementia care), care in individuals own homes and supported living services in Buckinghamshire and Milton Keynes. Our mission is to enhance people's lives by caring and working together. Our vision is to be the go-to provider, delivering great care every day.

We aim to meet people's needs for independence, personal choice and control, privacy, fulfilment, safety, citizenship and social interaction, in a respectful and dignified manner. We demonstrate this to the people who use our services through the five values which underpin our mission and vision, which are to:

- Celebrate the uniqueness in everyone
- Put care and kindness at the heart of all we do
- Exceed expectations every day
- Act openly and responsibly
- Always be learning

The Trustees have reviewed the Charity Commission guidance on Public Benefit and consider that the Trust's objectives are for the public benefit. The main reasons are:

- 55% of our service users are contracted by Local Authorities
- Our services are available to any eligible person.

#### **Achievements for year to March 2024**

The previous Board's decision to prioritise an integration plan with another charity care provider means it is not possible to report against the specific performance indicators and targets that were planned to be achieved as part of the 2019 Corporate Plan programme. However, the Trust's objective was finally completed on 1 February 2024 on its acquisition by OSJCT which will enable a more positive future for the Trust and its employees and residents and partners. During this consolidation process, the following was still achieved in 2023-24.

After being formally removed from Buckinghamshire Council's Large-Scale Enquiry in January 2023, the Trust has continued to grow both private funder and block contract occupancy and by the end of March 2024 had returned to pre Covid levels in most of the older people homes.

After being informed by our bank AIB in late 2021, that they had decided to sell their UK portfolio, the Trust successfully completed the transfer of all remaining banking operations to NatWest and closed all AIB accounts by end of June 2023. The original AIB loan that had been transferred to Allica bank as part of this process was redeemed in full on 31<sup>st</sup> July 2023. Following the acquisition by OSJCT, the Trust has commenced a transfer of all NatWest banking facilities to Barclays bank which should be completed in 2024.

## **THE FREMANTLE TRUST**

### **TRUSTEES' REPORT FOR THE YEAR ENDED 31 MARCH 2024**

As part of the Trust's Digital, Data and Technology (DDaT) Strategy there are continuing improvements to our IT infrastructure to enable a transition to Office 365 and support future technology needs. We have implemented regular estate vulnerability scanning and penetration testing to support improving the Trust's IT security posture. The roll out of digital care plans to the remaining OP services continues. This project puts the Trust in line with government and CQC initiatives in having the foundations in place, including electronic care records by March 2025.

We have commenced a programme of work to upgrade and update our network and telephony estate across all Services which is aimed at significantly improving connectivity for staff and Service users in line with our DDaT strategy and demands of the modern digital world.

We are continuing to use and improve our digital incident reporting and compliance system (RADAR), to support our policy and procedures processes. Our Business Intelligence team is leading improvements to our Digital Insights and Analytics programme.

Our move from on-premises to Cloud infrastructure should be completed by the 3<sup>rd</sup> quarter of financial year 2024-25. This will provide a more modern, secure, and efficient IT estate and capability, but also reduce the Trust's IT carbon footprint by at least 50%.

#### **Our People**

At The Fremantle Trust we recognise the positive impact that the investment in how we support and reward our people has on the engagement and retention of our colleagues and subsequently the delivery of great quality care and support for our residents and service users.

This year we took positive steps forward in the support we offered those colleagues who are currently working with us through restricted visas by securing several sponsorship licences. We were encouraged by the high level of interest received to be sponsored by The Fremantle Trust. We will apply for further licences to ensure we can continue to provide this support.

We recognise the significant impact cost of living continues to have on our colleagues and for the year of 2023/24 we were pleased that we could pay most of our colleagues at or above the Real Living Wage. Financial support is also provided to all colleagues through retail and leisure discount offerings within our Benefits Hub and the offering of Bluelight Card.

We were pleased that we continued the reduction on previous years in our gender pay gap. For 2023/24 we reported our median gap was 1.4% and our mean gap was 3.9%. As a benchmark, the Office of National Statistics reported that the national gender pay gap among all employees was a median of 14.3% and a mean of 13.2%.

We remain committed to the continual professional development of all our colleagues, ensuring we are aligned to Skills for Care mandatory training, as well as supporting colleagues to develop within role through identifying relevant additional training aligned to their desired career pathway. In addition, we continue to utilise Skills for Care's leadership offering to support the "well led" requirement within our homes and services through programmes such as Lead to Succeed for senior Trust roles and Leading Change Improving Care for all service manager roles.

Our Employee Assistance Programme provides vital support for our employee's physical and mental health including counselling support and encouraging employee's to proactively support their own wellbeing through the offering of a mental health app.

The Trustees are in the process of agreeing the Modern Slavery statement for the year 2024/25 and this will be placed on the Trust's website.

## THE FREMANTLE TRUST

### TRUSTEES' REPORT FOR THE YEAR ENDED 31 MARCH 2024

#### Remuneration Policy

Since 1 February 2024, the Executive team has been seconded to the Trust by OSJCT and therefore OSJCT is responsible for setting the pay and remuneration for these individuals. In the period to 31 January 2024, The Executive team were employees of the Trust.

#### Streamlined Energy and Carbon Reporting ('SECR')

The Trust has comprehensive policies and procedures in place under its risk management process to identify, assess and manage climate related risks and opportunities and are part of OSJCT's wider group governance structure. We continue to meet our obligations to commission both ESOS 'Energy Savings Opportunities Scheme' and SECR reports and are committed to investment based on the findings, particularly in our properties and assets to support our sustainability agenda. During the next financial year, we will focus on developing our sustainability strategy in line with the Government's Net Zero Strategy and in conjunction with OSJCT plans.

The Fremantle Trust has previously carried out ESOS Phase 1 and 2 reporting. In July 2024 the Trust submitted its Phase 3 compliance report based on consumption data for the twelve-month period from January to December 2022. This data was compiled and analysed by Elemental Consulting Group.

We have reported below our energy and carbon information in line with SECR reporting guidelines. It is based on meter readings broken down per utility, per month and per metering point. The year on year (YoY) change per utility measured in tCO<sub>2</sub>e, is in line with industry best practice. Official guidance states that users should apply the set of conversion factors that cover the greatest proportion of the reporting period. Conversion factors allow organisations to calculate greenhouse gas (GHG) emissions from a range of activities, including energy use, water consumption, waste disposal, recycling and transport activities. The factors help convert energy use and carbon emissions into common units.

We have not included usage for offices where we have service agreements and/or we are not charged for energy usage as a tenant as we do not have access to this usage data. In line with SECR guidelines we have not included emissions related to the use of public transport. GHG emissions have been calculated using 2022 UK Defra carbon conversion factors, emissions are presented in CO<sub>2</sub>e. For our buildings we have used an energy intensity metric of kWh per m<sup>2</sup>, using data from our energy bills.

We do not keep records of the size or fuel type of our employees' personal vehicles, so where they have used their car for work and claimed mileage we have calculated based on the measurements for an 'average personal vehicle' and 'unknown fuel type' from the DEFRA dataset.

Natural gas consumption in our care homes continues to account for most of the Trust's total energy consumption, with homes using this fuel for heating, hot water, laundry (gas fired dryers) and cooking

Electricity is used in all homes and offices, accounting for the smaller element of total energy consumption. Overall usage is predominantly for lighting and small domestic appliances, with significant uses varying from home to home, which include kitchen appliances, hot cupboards (for food transfer to satellite restaurants), laundries and hair salons.

Our energy usage from 1 April 2023 to 31 March 2024:

Gas usage: 1,074,024 Kg CO<sub>2</sub>e (2023: 1,102,948 Kg CO<sub>2</sub>e)  
Gas use intensity: 5,066,151 Kwh/£48.1m Income (2023: 5,514,739 Kwh/£44.3m Income)

Electricity usage: 470,434 kg CO<sub>2</sub>e (2023: 415,331 kg CO<sub>2</sub>e)  
Electricity use intensity: 2,090,819 Kwh/£48.1m Income (2023: 2,147,745 Kwh/£44.3m Income)

Travel data: 58,384 kg CO<sub>2</sub>e (2023: 45,640 kg CO<sub>2</sub>e)

## **THE FREMANTLE TRUST**

### **TRUSTEES' REPORT FOR THE YEAR ENDED 31 MARCH 2024**

#### **Section 172 Statement**

How The Fremantle Trust Directors have complied with their duties in regard to the following:

##### **The likely consequences of any decision in the long term**

All key decisions that will have an impact on the long-term future of the charity are discussed at Executive Team and Board level to ensure that there is appropriate oversight, and that appropriate action is taken where necessary, with regular reports to the full Board of OSJCT.

##### **The interest of the company's employees**

The impact of major decisions on staff are discussed by the Board who also receive regular updates on staff pay, health and safety, and wellbeing. The Trustees continue to aspire to being a Real Living Wage employer at such time as finances allow.

##### **The need to foster the company's business relationships with suppliers, customers and others**

A Residents survey is undertaken every six months and the findings shared with senior Operations staff. The Board regularly discusses the nature of the relationships it wants with key stakeholders and there are clear processes for engagement with suppliers and customers. All of this will now be aligned with OSJCT processes.

##### **The impact of the company's operations on the community and the environment**

The Fremantle Trust's key objective is to have a positive impact on the lives of people who need care and support due to living with a learning disability or who are elderly with physical frailty or dementia. The board receives regular quality updates on the services provided to ensure funds are used efficiently and effectively with particular attention paid to CQC and our own internal audit ratings.

##### **The desirability of the company maintaining a reputation for high standards of business conduct**

The nature of the Trust's work as a charity makes the maintenance of its reputation for keeping high standards of particular importance. Appropriate systems and processes are in place to ensure the highest standards in business conduct. The Executive Team will also update the board with any matters that may have given rise to a reputational risk including any mitigating actions being taken.

##### **The need to act fairly between members of the company**

As a registered charity The Fremantle Trust does not have shareholders. The Trustees, who are members of the company, ensure that any surpluses are ploughed back into the business for the benefit of those for whom we provide care and support.

During the course of the year, the principal decisions taken by the Board were:

##### **Principal Decision 1 –Acquisition by The Orders of St John Care Trust**

The Trust completed on its desired amalgamation with an organisation with greater resources and reserves than the Trust on 1<sup>st</sup> February 2024, The Orders of St John Care Trust, This move will help achieve greater benefits for residents through shared size, pooling of resources and economies of scale alongside providing greater financial security for the Trust.

##### **Principal Decision 2 – Exit from Bedfordshire and Hertfordshire**

On 30 June 2023 the Trust finalised the exit from its last Bedfordshire site, My Time, relating to the provision of day care services. This was followed on 23 October 2023 with the exit from the remaining Hertfordshire site, Stamford Avenue, for residential learning disabilities. Following the restructuring, the Trust provides care services in Buckinghamshire only including the unitary local authority, Milton Keynes Council.

## **THE FREMANTLE TRUST**

### **TRUSTEES' REPORT FOR THE YEAR ENDED 31 MARCH 2024**

#### **Financial Review**

The statement of financial activities for the year is set out on page 15.

Following the acquisition by OSJCT, the Fremantle Trust is now a qualifying entity as its results are consolidated into the financial statements of OSJCT. This means for this financial year, these financial statements no longer include the subsidiary Leonard Pulham Limited which ceased trading as a care home in 20/21.

In the year ended 31 March 2024, the Trust's income derived from charitable activities was £47.5 million (2023: £44.2 million). The Charity's main expense is staff costs with other costs relating to expenses in running and managing homes and services.

In the year ended 31 March 2024, the Trust made an unrestricted operating deficit of £1.6m including acquisition costs of £0.6m (2023: deficit £0.2m).

Trading continued to be impacted by the slow recovery towards pre-Covid 19 occupancy levels, coupled with high inflation in staff costs, utilities and other operating overheads. There has also been the financial impact of a closed home (Carey Lodge) still incurring rent. This has meant another year where net current liabilities increased and cash reserves decreased. Despite this, careful cash management and cost control meant the Trust continued to meet all liabilities during the financial year and was in a solvent position to enter into a business combination with OSJCT on 1 February 2024.

Private occupancy levels finally reached pre-Covid levels in March 2024 when 300 of 385 beds were filled (78%), having recovered from a low of 222 (58%) in February 2022. This has provided a stable base to build further growth in the new group with more investment and modernisation.

#### **Reserves Policy**

The Board of Trustees has established that unrestricted funds should be held to support future strategic development or invested in fixed assets. This policy is reviewed annually.

The Board of Trustees believe that to allow appropriate future cover for continuing operating costs, the charity should maintain positive reserves and hold a minimum cash balance of £0.2m. In the short to medium term the management team and Trustees monitor cash flow and reserves levels to ensure they are sufficient to meet day to day commitments and obligations under lease covenants.

On 31 March 2024 the cash balance was £0.2m (2023: £1.6m).

#### **Fundraising Policy**

The Trust does not engage in any public fundraising activities either directly or by professional fund raisers or commercial participators. It is not registered with the Fundraising Regulator and has received no complaints during the year.

#### **Funds held on behalf of others**

The Trust supports service users at most homes (particularly those for older people) that need help managing their personal finances by operating "Residents' Savings Account" whereby service users deposit monies with the Trust. Please refer to Note 20 on page 29 for further details.

# THE FREMANTLE TRUST

## TRUSTEES' REPORT FOR THE YEAR ENDED 31 MARCH 2024

### Principal Risks and Uncertainties

#### Going Concern

Management has reviewed the Trust's trading performance and financial requirements for the period to 31 March 2027. A 3-year forecast to 31 March 2027 has formed the basis of the review of trading performance. Consideration has been given to external market forces and the impact they have on Fremantle's turnover, operating costs and cash flow. As part of the review process, the Board has reviewed sensitivity analysis that considers care fee inflation, occupancy, pay rates and recruitment challenges. This model has been rigorously stress tested for occupancy changes.

The financial statements are prepared under the accounting standard of going concern on the basis of the 3-year forecast to March 2027 underpinned by the confirmation letter from OSJCT of continuing financial support covering a period of at least to 12 months from the approval of these financial statements but there is material uncertainty as the letter of support is not legally binding.

#### Risk Management

The previous Trustees had assessed the major risks to which the Charity is exposed, in particular those related to the operations and finances of The Fremantle Trust and were satisfied that systems were in place to manage the exposure to the major risks. The Risk Register was reviewed regularly at each Board meeting. Identified risks were scored and then following the Charity Commission's guidance a decision was made as to whether to treat, tolerate, transfer or terminate each risk.

Following the acquisition by OSJCT, a new Risk Register has been created with OSJCT governance in a group environment and is monitored by the Executive Team. The Executive team identifies the major strategic risks to which the Trust could be exposed and establishes controls and action plans to mitigate them. The principal areas of risk to which the Trust may be subject are established under five broad headings contained within the risk register, these being:-

- Strategic, governance and management risks
- Operational risks
- Financial risks
- External factors
- Legal and other compliance risks

Within the broader areas outlined above there are several specific risks which, when assessed for impact and probability, are those that carry the highest risk score or are central to the Trust's operations. These principal risks are set out below, along with their movement in the year and examples of key controls and mitigating factors.

<b>Risk</b>	<b>Description and Potential Impact</b>	<b>Key Controls and Mitigating Factors</b>
CQC Compliance	Failure of homes to achieve good or outstanding compliance ratings with CQC standards could cause reputational damage and financial losses. The suspension of CQC inspections during the pandemic and change to its inspection framework has meant that services continue to wait for reinspection and the ratings are outdated.	Whilst the Trust is awaiting CQC inspections, it continues to operate robust internal quality assessments and improvement programmes across all registered services. All homes requiring improvement have detailed service improvement plans in place.

**THE FREMANTLE TRUST**

**TRUSTEES' REPORT FOR THE YEAR ENDED 31 MARCH 2024**

<b>Risk</b>	<b>Description and Potential Impact</b>	<b>Key Controls and Mitigating Factors</b>
Occupancy	Increased competition, rebuilding of confidence in the sector following the pandemic and an associated failure to attract new residents may lower occupancy levels, affecting overall financial performance.	The good reputation of the Trust enhanced by its acquisition by OSJCT, combined with greater investment in marketing, attractive fee rates and continued investment in its homes should support sustainable rebuilding of occupancy levels.
Recruitment	The national picture for social care workforce vacancies remains difficult, in part due to increasing competition for recruitment from the hospitality and retail sectors but also due to the pandemic reducing the attractiveness of the sector to potential new recruits. This leads to increased costs, increased time to recruit, greater reliance on agency staffing and consequentially impacts financial performance. Changes in the Government's stance on international recruitment of care employees and restrictions on care workers being able to bring family into the country, may restrict this source of recruitment	Enhanced pay rates ensure the Trust remains competitive within the sector and the use of 'Refer a Friend' payments has proved successful.

**Plans for the Future**

The Fremantle Trust will continue to operate as a subsidiary of OSJCT whilst it considers a group reorganisation.

**By order of the Board of Trustees**



Dan Hayes  
Chair of the Board  
Date: 11 December 2024

## **THE FREMANTLE TRUST**

### **TRUSTEES' REPORT FOR THE YEAR ENDED 31 MARCH 2024**

#### **Statement of Responsibilities of the Trustees**

The Trustees (who are also directors of The Fremantle Trust for the purposes of Company Law) are responsible for preparing the Trustees' Report (including the Strategic Report and the financial statements in accordance with applicable laws and regulations.

Company law requires the Trustees to prepare financial statements for each financial year in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the Trustees must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the charity and of the incoming resources and application of resources, including 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 applicable Charities SORP
- Make judgements and accounting estimates that are reasonable and prudent
- State whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements
- Prepare the financial statements on the going concern basis unless it is inappropriate to presume that the charity will continue in business.

The Trustees are responsible for keeping adequate accounting records that are sufficient to show and explain the charity's transactions and 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 Companies Act 2006. They are also responsible for safeguarding the assets of the charity and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

## THE FREMANTLE TRUST

### INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF THE FREMANTLE TRUST FOR THE YEAR ENDED 31 MARCH 2024

#### Opinion on the financial statements

In our opinion, the financial statements:

- give a true and fair view of the state of the Charitable Company's affairs as at 31 March 2024 and of incoming resources and application of resources 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.

We have audited the financial statements of The Fremantle Trust ("the Charitable Company") for the year ended 31 March 2024 which comprise the statement of financial activities, the balance sheet, the consolidated cash flow statement 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 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).

#### 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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### *Independence*

We remain independent of the Charitable Company 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.

#### Material uncertainty related to going concern

We draw attention to note 1d of the financial statements, which refers to the financial position of the Charitable Company, its reliance on financial support continuing to be provided by the parent and that the financial support is not legally binding and therefore may be withdrawn. As stated in note 1d, these events or conditions indicate that a material uncertainty exists that may cast doubt on the Charitable Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

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

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. 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 FREMANTLE TRUST

### INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF THE FREMANTLE TRUST FOR THE YEAR ENDED 31 MARCH 2024

#### Other Companies Act 2006 reporting

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

- the information given in the Trustees' Report, which includes the Directors' Report and the Strategic report prepared for the purposes of Company Law, for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic report and the Directors' Report, which are included in the Trustees' Report, have been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the Charitable Company and its environment obtained in the course of the audit, we have not identified material misstatement in the Strategic report or the Trustees' report.

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of Directors' 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 Charitable Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Trustees either intend to liquidate the Charitable Company or to cease operations, or have no realistic alternative but to do so.

#### Auditor's responsibilities for the audit of the financial statements

We have been appointed as auditor under the Companies Act 2006 and report in accordance with the Act and relevant regulations made or having effect thereunder.

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.

#### *Extent to which the audit was capable of detecting irregularities, including fraud*

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 FREMANTLE TRUST

### INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF THE FREMANTLE TRUST FOR THE YEAR ENDED 31 MARCH 2024

#### *Non-compliance with laws and regulations*

Based on:

- Our understanding of the Charitable Company and the sector in which it operates;
- Discussion with management and those charged with governance; and
- Obtaining and understanding of the Charitable Company's policies and procedures regarding compliance with laws and regulations.

We considered the significant laws and regulations to be Companies Act 2006, UK Generally Accepted Accounting Practice, Charities SORP and tax legislation.

The Charitable Company is also subject to laws and regulations where the consequence of non-compliance could have a material effect on the amount or disclosures in the financial statements, for example through the imposition of fines or litigations. We identified such laws and regulations to be health and safety, employment law and data protection.

Our procedures in respect of the above included:

- Review of minutes of meeting of those charged with governance for any instances of non-compliance with laws and regulations;
- Review of correspondence with regulatory and tax authorities for any instances of non-compliance with laws and regulations;
- Review of the major incident log; and
- Review of financial statement disclosures and agreeing to supporting documentation.

#### *Fraud*

We assessed the susceptibility of the financial statements to material misstatement, including fraud. Our risk assessment procedures included:

- Enquiry with management and those charged with governance regarding any known or suspected instances of fraud;
- Obtaining an understanding of the Charitable Company's policies and procedures relating to:
  - Detecting and responding to the risks of fraud; and
  - Internal controls established to mitigate risks related to fraud.
- Review of minutes of meeting of those charged with governance for any known or suspected instances of fraud;
- Discussion amongst the engagement team as to how and where fraud might occur in the financial statements; and
- Performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud.

Based on our risk assessment, we considered the areas most susceptible to fraud to be posting of inappropriate journal entries to manipulate financial results and management bias in accounting estimates.

Our procedures in respect of the above included:

- Testing a sample of journal entries throughout the year, which met a defined risk criteria, by agreeing to supporting documentation;
- Assessing significant estimates and judgements made by management for bias, including bad debt provision, fair value of properties held under the revaluation method, dilapidations and impairment.

We also communicated relevant identified laws and regulations and potential fraud risks to all engagement team members and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

## THE FREMANTLE TRUST


### INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF THE FREMANTLE TRUST FOR THE YEAR ENDED 31 MARCH 2024

Our audit procedures were designed to respond to risks of material misstatement in the financial statements, recognising that the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery, misrepresentations or through collusion. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we are to become aware of it.

A further description of our responsibilities for the audit of the financial statements is located at the Financial Reporting Council's ("FRC's") website at: <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

#### Use of our report

This report is made solely to the Charitable Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Charitable Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Charitable Company and the Charitable Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

DocuSigned by:  
  
A11A16013DD84AC...  
Kyla Bellingall  
Senior Statutory Auditor  
For and on behalf of BDO LLP, statutory auditor  
Birmingham, UK  
Date: 12 December 2024

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

# THE FREMANTLE TRUST

## STATEMENT OF FINANCIAL ACTIVITIES (INCORPORATING AN INCOME AND EXPENDITURE ACCOUNT) FOR THE YEAR ENDED 31 MARCH 2024

		Unrestricted Funds	Restricted Funds	Total	Unrestricted Funds	Restricted Funds	Total
	Notes	2024 £'000	2024 £'000	2024 £'000	2023 £'000	2023 £'000	2023 £'000
<b>Income:</b>							
Donations	2	-	181	181	-	-	-
Charitable activities	2	47,490	-	47,490	44,289	-	44,289
Investments	2	12	-	12	5	-	5
Other Incoming resources	2	-	465	465	-	-	-
<b>Total income</b>		<b>47,502</b>	<b>646</b>	<b>48,148</b>	<b>44,294</b>	<b>-</b>	<b>44,294</b>
<b>Expenditure:</b>							
Charitable activities	3	(49,541)	(184)	(49,725)	(44,511)	(20)	(44,531)
<b>Total expenditure</b>		<b>(49,541)</b>	<b>(184)</b>	<b>(49,725)</b>	<b>(44,511)</b>	<b>(20)</b>	<b>(44,531)</b>
<b>Net (expenditure)/income for year</b>		<b>(2,039)</b>	<b>462</b>	<b>(1,577)</b>	<b>(217)</b>	<b>(20)</b>	<b>(237)</b>
Transfers between funds	16	465	(465)	-	-	-	-
Unrealised (losses)/gains on revalued fixed assets		(313)	-	(313)	238	-	238
<b>Net movement in funds for the year</b>		<b>(1,887)</b>	<b>(3)</b>	<b>(1,890)</b>	<b>21</b>	<b>(20)</b>	<b>1</b>
Funds brought forward		3,075	62	3,137	3,054	82	3,136
<b>Funds carried forward</b>	16	<b>1,188</b>	<b>59</b>	<b>1,247</b>	<b>3,075</b>	<b>62</b>	<b>3,137</b>

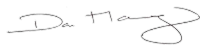
All of the above results are derived from continuing activities. There were no other recognised gains or losses other than those stated above.

Movements in funds are disclosed in Note 16 to the financial statements.

BALANCE SHEETS AS AT 31 MARCH 2024

	Notes	£'000	Year ended 2024 £'000	As Restated Year ended 2023 £'000
<b>Fixed Assets</b>				
Tangible fixed assets	7		4,895	5,091
<b>Current assets</b>				
Debtors: amounts falling due within one year	10a	3,044		5,047
Debtors: amounts falling due after one year	10b	97		47
Cash at bank and in hand		220		1,642
			<u>3,361</u>	<u>6,736</u>
<b>Liabilities</b>				
Creditors: amounts falling due within one year	11	(6,329)		(7,799)
<b>Net current liabilities</b>			<u>(2,968)</u>	<u>(1,063)</u>
<b>Total assets less current liabilities</b>			<u>1,927</u>	<u>4,028</u>
<b>Creditors: amounts falling due after one year</b>	13	(680)		(741)
<b>Provisions for liabilities and charges</b>	14	-		(150)
			<u>(680)</u>	<u>(891)</u>
<b>Total net assets</b>			<u><u>1,247</u></u>	<u><u>3,137</u></u>
<b>Funds</b>				
Restricted funds	16		59	62
Revaluation Reserve			1,492	1,805
General funds			(304)	1,270
<b>Total funds</b>			<u><u>1,247</u></u>	<u><u>3,137</u></u>

Approved by the trustees on 11 December 2024 and signed on their behalf by



Daniel Hayes - Director

**THE FREMANTLE TRUST**

**STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 MARCH 2024**

	Notes	Year ended 31-Mar 2024 £'000	Year ended 31-Mar 2023 £'000
<b>Cash flows from operating activities</b>			
<b>Cash from operations</b>	22	(1,576)	738
<b>Cash flows from investing activities:</b>			
Proceeds from the sale of tangible fixed assets		3	-
Purchase of tangible fixed assets		(692)	(456)
Interest received		7	4
New intercompany loans		(45)	(46)
<b>Net cash used in investing activities</b>		<b>(727)</b>	<b>(498)</b>
<b>Cash flows from financing activities</b>			
New intercompany loans		1,000	-
Bank loans repaid		(115)	(51)
Interest paid		(4)	(42)
<b>Net cash from / (used in) financing activities</b>		<b>881</b>	<b>(93)</b>
<b>Net increase / (decrease) in cash and cash equivalents</b>		<b>(1,422)</b>	<b>147</b>
Cash and cash equivalents at the beginning of year		1,642	1,495
<b>Cash and cash equivalents at end of year</b>		<b>220</b>	<b>1,642</b>

**a) Analysis of changes in net debt**

	Year ended 31-Mar 2023 £'000	Cash flows £'000	Other non-cash changes £'000	Year ended 31-Mar 2,024 £'000
<b>Cash and cash equivalents</b>				
Cash	1,642	(1,422)	-	220
<b>Borrowings</b>				
Debt due within one year	(54)	54	-	-
Debt due after one year	(61)	61	-	-
	(115)	115	-	-
<b>Total</b>	<b>1,527</b>	<b>(1,307)</b>	<b>-</b>	<b>220</b>

# THE FREMANTLE TRUST

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2024

### 1 ACCOUNTING POLICIES

#### (a) Statutory information

The Fremantle Trust is a charitable company limited by guarantee (registered company number 02722437) and is a registered charity (registered charity number 1014986) in England. The registered office is Woodley House, 64/65 Rabans Close, Aylesbury, Buckinghamshire, HP19 8RS.

#### (b) Basis of preparation of the financial statement

The financial statements have been prepared in accordance with the Charities SORP (FRS 102) (second edition – October 2019) 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, the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102 January 2022) and the Companies Act 2006. The charity is a public benefit entity. The Financial Statements have been prepared on the historical cost basis. The principal accounting policies adopted in the preparation of the accounts are set out below and remain unchanged from previous year. All amounts are shown in pounds sterling.

#### (c) Basis of accounting for subsidiary

The Trust wholly owns Leonard Pulham Ltd, which remained dormant throughout the current year. The Trust pursuant to meeting the conditions of S400(2) Companies Act 2006 has not prepared consolidated accounts.

#### (d) Going concern

Management has reviewed the Trust's trading performance and financial requirements for the period to 31 March 2027. A 3-year forecast to 31 March 2027 has formed the basis of review for trading performance. Consideration has been given to external market forces and the impact they have on Fremantle's turnover, operating costs and cash flow. As part of the review process, the Board has reviewed sensitivity analysis that considers care fee inflation, occupancy, pay rates and recruitment challenges. This model has been rigorously stress tested for occupancy changes.

The financial statements are prepared on a going concern basis. The Trust is dependant on the continued financial support of its parent, OSJCT, that has provided a confirmation letter of continuing financial support covering a period of at least to 12 months from the approval of these financial statements.

The Trust's dependency on support from the parent Charitable Company is not legally binding and therefore may be withdrawn. The Trustees consider that this is a material uncertainty related to events or conditions that cast significant doubt upon the Trust's ability to continue to adopt the going concern basis of accounting.

#### (e) Funds

Unrestricted funds: General funds are available for use at the discretion of the trustees in furtherance of the objectives of the Trust and which have not been designated for other purposes.

Restricted funds: Restricted funds are those which are used in accordance with specific restrictions of the donors or which have been raised by the Trust for particular purposes. The purpose for which restricted funds are held is analysed in the notes to the accounts.

# THE FREMANTLE TRUST

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2024 (CONTINUED)

### 1 ACCOUNTING POLICIES (CONTINUED)

#### (f) Income

Income from charitable activities is accounted for in accordance with local authority or residents' personal contracts and recognised over the period in which services are provided. It includes direct collections from the local housing contributions including housing benefit collected directly from the local authority, together with personal contributions from residents. Income received in advance from Local Authorities where the services have not yet been provided is deferred until such services have been provided and entitlement to the income has arisen.

Donations are recognised when the cash is received. Donations in kind, are recognised at their value to the Trust when received and an equivalent amount is included in the appropriate expenditure line. Where the use of the income has been restricted in accordance with the donor's wishes, gift income is credited to an appropriate fund until it can be spent for the purpose for which it was given. Legacies are accounted for on a receivable basis. Where there are uncertainties surrounding the measurement of the Trust's entitlement to an estate, no income is recognised.

Grants, including government COVID-19 grants, are accounted for on a receivable basis when the Trust has probable and measurable entitlement to the income (i.e. the conditions for its award have been satisfied).

#### (g) Expenditure

Expenditure is recognised on an accruals basis, 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 obligation can be measured reliably. Irrecoverable VAT is included in the expense item to which it relates.

Governance costs are those incurred in connection with administration of the charity and compliance with constitutional and statutory requirements.

#### (h) Tangible fixed assets

Tangible fixed assets costing more than £500 are capitalised and included at cost together with any incidental expenses of acquisition.

Depreciation is provided in equal annual instalments over the estimated useful lives of each class of asset, from the date on which the assets are brought into use. The useful lives are as follows:

Land	Not depreciated
Freehold property	30-50 years
Freehold improvements	15 years
Leasehold improvements	10-50 years in accordance with the remaining period of the lease, or remaining useful life if shorter
Computer equipment	3 years
Office equipment	5 years
Equipment and furniture at homes	5 years or remaining useful life if shorter
Motor vehicles	4 years

The Trust use the revaluation model for freehold properties and long leasehold properties. A full valuation by a qualified external valuer is performed regularly to ensure the carrying amounts do not differ materially from their fair value at the end of the reporting period. Impairment losses are recognised in the Statement of Financial Activities as expenditure.

## THE FREMANTLE TRUST

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2024 (CONTINUED)

#### 1 ACCOUNTING POLICIES (CONTINUED)

##### (i) Pensions

###### (1) NHS Pension Scheme

Past and present employees are covered by the provisions of the two NHS Pension Schemes. Details of the benefits payable and rules of the Schemes can be found on the NHS Pensions website at [www.nhsbsa.nhs.uk/pensions](http://www.nhsbsa.nhs.uk/pensions). Both are unfunded defined benefit schemes that cover NHS employers, GP practices and other bodies, allowed under the direction of the Secretary of State for Health and Social Care in England and Wales. They are not designed to be run in a way that would enable NHS bodies to identify their share of the underlying scheme assets and liabilities. Therefore, each scheme is accounted for as if it were a defined contribution scheme: the cost to the NHS body of participating in each scheme is taken as equal to the contributions payable to that scheme for the accounting period.

In order that the defined benefit obligations recognised in the financial statements do not differ materially from those that would be determined at the reporting date by a formal actuarial valuation, the FReM requires that “the period between formal valuations shall be four years, with approximate assessments in intervening years”. An outline of these follows:

###### (i) Accounting valuation

A valuation of scheme liability is carried out annually by the scheme actuary (currently the Government Actuary’s Department) as at the end of the reporting period. This utilises an actuarial assessment for the previous accounting period in conjunction with updated membership and financial data for the current reporting period, and is accepted as providing suitably robust figures for financial reporting purposes. The valuation of the scheme liability as at 31 March 2024, is based on valuation data as 31 March 2020, published on 18 October 2023 with summary global member and accounting data. In undertaking this actuarial assessment, the methodology prescribed in IAS 19, relevant FReM interpretations, and the discount rate prescribed by HM Treasury have also been used.

The latest assessment of the liabilities of the scheme is contained in the report of the scheme actuary, which forms part of the annual NHS Pension Scheme Accounts. These accounts can be viewed on the NHS Pensions website and are published annually. Copies can also be obtained from The Stationery Office.

###### (ii) Full actuarial (funding) valuation

The purpose of this valuation is to assess the level of liability in respect of the benefits due under the schemes (taking into account recent demographic experience), and to recommend contribution rates payable by employees and employers.

The latest actuarial valuation undertaken for the NHS Pension Scheme was completed as at 31 March 2020. The results of this valuation set the employer contribution rate payable from April 2024 to 23.7% of pensionable pay.

The actuarial valuation as at 31 March 2024 is currently underway and will set the new employer contribution rate due to be implemented from April 2027.

###### (2) Defined Contribution Schemes

From 1 October 1998 staff were eligible to join the Fremantle Trust Group Personal Pension Plan, managed by Equitable Life, which is a defined contribution scheme. Contributions are charged to the SOFA in the working period to which they relate. This scheme was closed to new admissions from 30 November 2000.

## THE FREMANTLE TRUST

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2024 (CONTINUED)

#### 1 ACCOUNTING POLICIES (CONTINUED)

##### **(j) Taxation**

The Trust is a registered charity and income for its charitable activities is therefore exempt from corporation tax under Section 505 of the Taxes Act 1988. Where a tax charge is incurred, a charge is included in other expenditure in the year to which it relates.

##### **(k) Cash and Cash Equivalents**

Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less and bank overdrafts. Bank overdrafts, when applicable, are shown within borrowings in current liabilities.

##### **(l) Leasing**

Rentals paid under operating leases are charged to income and expenditure on a straight-line basis over the lease term. The Trust does not hold any finance leases, which give rights approximating ownership.

##### **(m) Resident Deposits**

Resident deposits and the homes' voluntary funds are held in designated accounts and specifically disclosed in the balance sheet.

##### **(n) Financial Instruments**

The Trust only has financial assets and 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 except for bank loans which are subsequently measured at amortised cost using the effective interest method.

##### **(o) Significant Accounting Estimates and Judgements**

In determining the carrying amounts of certain assets and liabilities, the Trust makes assumptions of the effects of uncertain future events on those assets and liabilities at the balance sheet date. The Trust's estimates and assumptions are based on historical experience and expectation of future events and are reviewed periodically.

- A provision for bad debts has been included, calculated based on historic experience and the likelihood of collection of those debts, as set out in note 10.
- No provision for dilapidations has been recorded in the financial statements, on the basis that it is probable the building can be used for alternative activities, and it is not possible to reliably estimate any liability arising at the present time given the levels of investment being made each year to keep the property to a high standard of repair.
- A review of all leases was undertaken which assessed the classification of the leases as either operating or finance leases against FRS 102. It has been concluded that the leases do not transfer substantially all the risk and rewards of ownership to the lessor and thus are appropriately classified as operating leases within the financial statements.

# THE FREMANTLE TRUST

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2024 (CONTINUED)

### 2 INCOME FROM CHARITABLE ACTIVITIES

All incoming resources arise solely within England. Sources of income are shown below.

#### a) Charitable Activities

	<b>2024</b>	2023
	<b>Total</b>	Total
	<b>£'000</b>	£'000
Income from contracts with local authorities	20,565	19,909
Income from contracts with housing authorities	324	541
Income from client contributions and private sales	26,601	23,839
<b>Income from charitable activities</b>	<b>47,490</b>	<b>44,289</b>

The Trust has both block and spot placement contracts with Local Authorities and direct individual contracts with those residents whose financial resources exceed the level for financial assistance.

#### b) Donations and Grants

	<b>2024</b>	2023
	<b>Total</b>	Total
	<b>£'000</b>	£'000
Private donations	4	-
NHS Digital Support Grant	101	-
Milton Keynes Council Sustainability Funding	54	-
Training Fund	22	-
<b>Donations and grants</b>	<b>181</b>	<b>-</b>

Donations to the Trust included training income from the charity, The Aldingbourne Trust for £22,000 (2023: £Nil), funding from Milton Keynes Council to support adult social care workforce capacity and retention for £54,024 (2023: £Nil) and the NHS to purchase digital social care record technology to the value of £101,400 (2023: £Nil).

The Trust benefits greatly from the involvement and enthusiastic support of its many volunteers. In accordance with FRS 102 and the Charities SORP (FRS 102), the economic contribution of general volunteers is not recognised in the accounts.

#### c) Investments

	<b>2024</b>	2023
	<b>Total</b>	Total
	<b>£'000</b>	£'000
Bank interest	8	4
Intercompany interest	4	1
<b>Investments</b>	<b>12</b>	<b>5</b>

#### d) Other Incoming Resources

	<b>2024</b>	2023
	<b>Total</b>	Total
	<b>£'000</b>	£'000
Covid-19 Support Funding	465	-
<b>Other Incoming Resources</b>	<b>465</b>	<b>-</b>

The Trust received funding of £464,599 (2023: £Nil) as part of the Government's COVID-19 support measures during the pandemic relating to sustainability, infection control, rapid testing and vaccination programmes.

# THE FREMANTLE TRUST

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2024 (CONTINUED)

### 3 ANALYSIS OF EXPENDITURE

a) Charitable Activities	Care and Support Services	Management of Care and Support Services	Governance	Support	2024 Total
	Costs £'000	Costs £'000	Costs £'000	Costs £'000	£'000
<b>Current Year 2024</b>					
Staff costs (Note 4)	30,614	3,526	-	-	34,140
Premises costs	8,337	-	-	90	8,427
Care home costs	3,381	-	-	-	3,381
Recruitment and training	1,259	-	-	-	1,259
Travel expenses	112	53	-	1	166
Regulatory costs	113	-	-	-	113
Information technology and equipment support	-	-	-	752	752
Postage, stationery, photocopying and telephone	153	-	-	201	354
Establishment costs and general office expenditure	-	-	-	66	66
Legal and professional fees	-	-	-	161	161
Publicity and general advertising	-	-	-	89	89
Governance costs	-	-	120	-	120
Bad debt charge	104	-	-	-	104
Exceptional items	-	-	-	593	593
<b>Total expenditure 2024</b>	<b>44,073</b>	<b>3,579</b>	<b>120</b>	<b>1,953</b>	<b>49,725</b>

Prior Year 2023	Care and Support Services	Management of Care and Support Services	Governance	Support	2023 Total
	Costs £'000	Costs £'000	Costs £'000	Costs £'000	£'000
Staff costs (Note 4)	27,381	3,501	-	-	30,882
Premises costs	7,938	-	-	87	8,025
Care home costs	3,070	-	-	-	3,070
Recruitment and training	886	-	-	-	886
Travel expenses	89	51	-	-	140
Regulatory costs	121	-	-	-	121
Information technology and equipment support	-	-	-	651	651
Postage, stationery, photocopying and telephone	97	-	-	202	299
Establishment costs and general office expenditure	-	-	-	50	50
Legal and professional fees	3	-	-	264	267
Publicity and general advertising	-	-	-	73	73
Service development	-	-	-	2	2
Governance Costs	-	-	65	-	65
<b>Total expenditure 2023</b>	<b>39,585</b>	<b>3,552</b>	<b>65</b>	<b>1,329</b>	<b>44,531</b>

Governance costs relate to the external audit as per Note 3c below.

On 1<sup>st</sup> February 2024, the Trust was acquired by The Orders of St John Care Trust. Costs related to the acquisition have been treated as exceptional in nature.

#### c) Net income/(expenditure) for the year is stated after charging/(crediting) the following:

	2024 £'000	2023 £'000
Auditors' remuneration:		
- audit fee	121	66
- audit fee prior year	(1)	(1)
Operating leases - other	120	147
Operating leases - land and buildings	6,686	6,409
Loss on sale of fixed assets	50	3
Depreciation on tangible fixed assets	522	446

# THE FREMANTLE TRUST

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2024 (CONTINUED)

### 4 ANALYSIS OF STAFF COSTS AND THE COST OF KEY MANAGEMENT PERSONNEL

	2024 £'000	2023 £'000
Wages and salaries	27,813	23,380
Agency costs	3,085	4,784
Redundancy and termination costs	132	1
Social security costs	2,262	1,917
Employers contribution to defined contribution pension schemes	766	719
Employers contribution to defined benefit schemes	82	81
	<u>34,140</u>	<u>30,882</u>

Termination costs of £132,095 (2023: £1,142) were paid during the year. The Trust pays exit costs when employment ends but provides for exit costs at the point when there is sufficiently detailed information to do so. At 31 March 2024, £92,621 was outstanding to be paid (2023: £nil).

Actual cash employer contributions to the Buckinghamshire enhanced pension scheme amounted to £76,351 (2023: £73,923) and to the NHS Pension scheme £5,818 (2023: £7,302) making a total for the year of £82,169 to defined benefit schemes (2023: £81,225). The total amount outstanding at the end of the year was £19,114 (2023: £18,757). Employer contributions to the defined contribution schemes in the year amounted to £766,435 (2023: £793,082) with £97,147 outstanding as at 31 March 2024 (2023: £82,372).

For the year ended 31 March 2024, employees of the NHS scheme were required to pay contributions of 5.1% to 13.5% of pensionable pay. The employer's contribution amounted to 14.38% of pensionable pay, which is charged to the statement of financial activities as and when it becomes due.

During the financial year ended 31st March 2024, the number of staff who contributed to the defined contribution scheme was 2 (2023: 2).

The monthly average number of employees (excluding agency) during the year was as follows:

	Headcount	
	2024 Number	2023 Number
Direct staff at homes	1,243	1,034
Direct services support	32	28
Finance and administration	65	59
	<u>1,340</u>	<u>1,121</u>

The following number of employees received employee benefits (excluding employer pension costs) during the year between:-

	Headcount	
	2024 Number	2023 Number
£60,000 to £69,999	5	7
£70,000 to £79,999	6	3
£80,000 to £89,999	1	1
£100,000 to £109,999	-	2
£130,000 to £139,999	1	-
£300,000 to £309,999	-	1
£320,000 to £329,999	1	-
	<u>14</u>	<u>14</u>

The total employee benefits including pension and national insurance contributions of the key management personnel were £1,074,725 (2023: £1,097,990).

Remuneration of the highest paid director amounted to £Nil (2023: £Nil).

Gaps in salary bandings above is driven by no personnel falling within these brackets.

All staff are eligible to participate in the defined contribution pension scheme, including staff on relief contracts.

## THE FREMANTLE TRUST

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2024 (CONTINUED)

#### 5 RELATED PARTY TRANSACTIONS

- a) No trustees received any emoluments for their services to Fremantle (2023: £Nil). Their necessary travel expenses incurred in fulfilling their duties for the company are reimbursed by Fremantle and amounted to £Nil (2023: £Nil) relating to 0 (2023: 0) trustees.
- b) One of the trustees, Georgina Turner, serves as Director of Engagement for Skills for Care Solutions Limited. The Trust utilised the services of Skills for Care Solutions Limited to provide management and leadership courses aggregating £612 to 31 January 2024 during Georgina Turner's appointment as a trustee (2023: £6,540). At 31 March 2024 £nil was outstanding. Another Trustee, Louise Drew, serves as a partner for Shakespeare Martineau LLP. The Trust utilised the services of Shakespeare Martineau LLP to provide legal services aggregating to £9,289 to 31 January 2024 during Louise Drew's appointment as a trustee (2023: £3,474). At 31 March 2024 £nil was outstanding.
- c) Related party transactions occurred between Fremantle and Leonard Pulham, a wholly owned subsidiary of Fremantle, for the use of rooms for training amounted to £Nil (2023: £12,000).
- d) During the period, The Orders of St Johns Care Trust provided in kind services to Fremantle in the form of professional management of the Trust. The value of these in-kind services equated to £147,000.
- e) An intercompany credit facility for £250,000 was granted to Leonard Pulham on 10 August 2022 on an unsecured 5 year term loan agreement with a Libor + 1.00% variable annual interest rate. The interest income amounted to £4,074 for the year (2023: £971). Following the cessation of synthetic Libor rates issued by the Financial Conduct Authority from 1 April 2024, the loan agreement is in the process of being amended to an alternative risk free interest rate.
- f) An intercompany loan of £500,000 was provided by The Orders of St Johns Care Trust on 9 February 2024 on an unsecured repayable on demand basis with a Bank of England Base Rate + 2.15% variable annual interest rate. The interest charge amounted to £5,344 for the year.
- g) An intercompany loan of £500,000 was provided by The Orders of St Johns Care Trust on 28 March 2024 on an unsecured repayable on demand basis with a Bank of England Base Rate + 2.15% variable annual interest rate. The interest income amounted to £3,392 for the year,
- h) No other related party transactions occurred which would need to be disclosed in accordance with FRS 102.

#### 6 TAXATION

Fremantle is a registered charity and therefore is exempt from corporation tax on its charitable activities under section 505 of the Taxes Act 1988. Fremantle is not registered for value added tax and any value added tax is irrecoverable and is charged to the income and expenditure account.

## THE FREMANTLE TRUST

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2024 (CONTINUED)

#### 7 TANGIBLE FIXED ASSETS

	Freehold and Leasehold property	Leasehold improvements	Office and computer equipment	Equipment and furniture at homes	Motor Vehicles	Total
	£'000	£'000	£'000	£'000	£'000	£'000
<b>Cost or valuation:</b>						
At 31 March 2023	4,339	309	1,670	2,763	24	9,105
Transfers between classes	31	278	37	(346)	-	-
Additions	49	353	28	262	-	692
Disposals	-	(67)	(8)	(82)	-	(157)
Revaluations	(801)	-	-	-	-	(801)
<b>At 31 March 2024</b>	<b>3,618</b>	<b>873</b>	<b>1,727</b>	<b>2,597</b>	<b>24</b>	<b>8,839</b>
<b>Accumulated Depreciation:</b>						
At 31 March 2023	225	128	1,632	2,005	24	4,014
Transfers between classes	97	45	18	(160)	-	-
Charge for year	166	121	42	193	-	522
Disposals	-	(26)	(8)	(70)	-	(104)
Revaluations	(488)	-	-	-	-	(488)
<b>At 31 March 2024</b>	<b>-</b>	<b>268</b>	<b>1,684</b>	<b>1,968</b>	<b>24</b>	<b>3,944</b>
<b>Net Book value:</b>						
<b>At 31 March 2024</b>	<b>3,618</b>	<b>605</b>	<b>43</b>	<b>629</b>	<b>-</b>	<b>4,895</b>
At 31 March 2023	4,114	181	38	758	-	5,091

All of the above assets are used for charitable purposes.

#### 8. REVALUATION

**Woodley House**, 64-65 Rabans Close, Aylesbury, HP19 8RS, the registered office of The Fremantle Trust, was valued by James McKelvie of Knight Frank LLP on 18 April 2024 at £0.5m on a free vacancy basis.

**Mulberry Court**, Gold Hill East, Chalfont St Peter, Buckinghamshire SL9 9DL, a 24 place dementia care home, was valued by James McKelvie of Knight Frank LLP on 18 April 2024 at £3.26m on a value in use basis. This includes equipment and furniture at the home with a net book value of £141,857.

The valuations were performed in accordance with the current editions of RICS Valuation - Global Standards, which incorporate the International Valuation Standards, and the RICS UK National Supplement ("Red Book") by James McKelvie, a RICS Registered Valuer, from Knight Frank LLP on the basis of Fair Value in accordance with the RICS Valuation - Global Standards VPS4 at 31 March 2024.

#### 9 SUBSIDIARY UNDERTAKING

The charity owns the whole of the issued ordinary share capital of Leonard Pulham Limited, a registered society under the Co-operative and Community Benefit Societies Act 2014 (Number IP22558R) and is an exempt charity. The registered office address is Tring Road, Halton, Aylesbury, Bucks, HP22 5PN.

The subsidiary was a former care home for old people until October 2020 when it ceased operations. The subsidiary has since become non-trading.

Until 1 February 2024, the Executive Committee comprised Trustees with appropriate business and professional experience together with the Chief Executive of Leonard Pulham Limited, who was also the Chief Executive of The Fremantle Trust, and the Director of Finance of The Fremantle Trust. Following the acquisition of The Fremantle Trust by OSJCT, the Executive Committee comprises three Directors (appointed by the Parent) along with the newly appointed Chief Executive (Jacqui Roynon) and Chief Financial Officer (Karen Southern).

# THE FREMANTLE TRUST

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2024 (CONTINUED)

### 10 DEBTORS

#### a) Debtors: Amounts falling due within one year

	2024	As Restated 2023
	£'000	£'000
Resident and services contributions	1,889	4,424
Other debtors	2	18
Prepayments and accrued income	1,153	605
	<u>3,044</u>	<u>5,047</u>

Resident and services contributions includes a provision for bad and doubtful debts of £382,774 (2023: £535,472)

#### b) Debtors: Amounts falling due after one year

	2024	2023
	£'000	£'000
Amounts due from group undertakings	<u>97</u>	<u>47</u>

### 11 CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2024	As Restated 2023
	£'000	£'000
Alicia Bank loan (previously Allied Irish Bank (GB))	-	54
Trade creditors	1,458	3,872
Tax and social security	531	426
Other creditors	198	228
Accruals	1,774	1,904
Residents deposits	1,276	1,315
Amounts due to group undertakings	1,009	-
Deferred Income	83	-
	<u>6,329</u>	<u>7,799</u>

### 12 DEFERRED INCOME ANALYSIS

	2024	2023
	£'000	£'000
Balance at the beginning of the year	-	8
Amount released to income in the year	-	(8)
Amount deferred in the year	83	-
Balance as at the end of the year	<u>83</u>	<u>-</u>

Deferred income arises from contract income received in advance of the delivery of related services.

### 13 CREDITORS: AMOUNTS FALLING DUE AFTER ONE YEAR

	2024	2023
	£'000	£'000
Alicia Bank loan (previously Allied Irish Bank (GB))	-	61
BCC Advance - Due on termination of contract	680	680
	<u>680</u>	<u>741</u>

A bank loan of £500,000 was entered into with Allied Irish Bank (AIB) on 31 March 2015 and was a 5 year loan agreement with AIB, with a 3.25% variable annual interest charge, being 2.75% above base rate. This was secured by a mortgage against the two wholly owned properties of the Fremantle Trust. Following a formal review on 2nd October 2019, this loan was extended by a further five years on the same terms and was scheduled to be paid in full at 31 March 2025. On 20 April 2023, AIB transferred this loan to Alicia Bank following its decision to a move away from the UK banking market by assigning all its rights, title, interest, benefits and security. The Trust continued to pay off the loan on the same basis to Alicia Bank and AIB agreed to continue to provide banking facilities for the Trust (including an overdraft facility up to £750,000) to enable the Trust to switch to an alternative bank. These facilities were secured by way of fixed and floating charges over all chargeable assets. On 31 July 2023, the loan was repaid in full. The overdraft facility was cancelled on 9 June 2023 on the closure of all bank accounts held with AIB. The balances due on the loan are included in Notes 11 and 13.

The Trust commenced the transfer of its banking facilities to Natwest from September 2022 and this was completed in early 2023. The new banking facilities are secured through a debenture that provides the bank with fixed and floating charges over all chargeable assets.

# THE FREMANTLE TRUST

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2024 (CONTINUED)

### 14 PROVISIONS FOR LIABILITIES AND CHARGES

Provisions for liabilities comprises dilapidation provision

	<b>2024</b>	2023
	<b>£'000</b>	£'000
Balance at the beginning of the year	<b>150</b>	150
Amount released in the year	<b>(150)</b>	-
Increase in provision in the year	-	-
Balance at the end of the year	<u>-</u>	<u>150</u>

### 15 ANALYSIS OF NET ASSETS / LIABILITIES BETWEEN FUNDS

#### CURRENT YEAR

	<b>Unrestricted</b>	<b>Restricted</b>	<b>Total</b>
	<b>Funds</b>	<b>Funds</b>	<b>Funds</b>
	<b>£'000</b>	<b>£'000</b>	<b>£'000</b>
Tangible fixed assets	4,895	-	4,895
Net current liabilities	(3,027)	59	(2,968)
Creditors due > 1 year	(680)	-	(680)
Provisions for liabilities and charges	-	-	-
<b>Net assets at the end of the year</b>	<u><b>1,188</b></u>	<u><b>59</b></u>	<u><b>1,247</b></u>

#### PRIOR YEAR

Tangible fixed assets	5,091	-	5,091
Net current liabilities	(1,125)	62	(1,063)
Creditors due > 1 year	(741)	-	(741)
Provisions for liabilities and charges	(150)	-	(150)
<b>Net assets at the end of the year</b>	<u><b>3,075</b></u>	<u><b>62</b></u>	<u><b>3,137</b></u>

### 16 MOVEMENT OF FUNDS

#### CURRENT YEAR

	<b>At the start</b>	<b>Income and</b>	<b>Expenditure</b>	<b>Transfers</b>	<b>At the end</b>
	<b>of the year</b>	<b>gains</b>	<b>and losses</b>	<b>£'000</b>	<b>of the year</b>
	<b>£'000</b>	<b>£'000</b>	<b>£'000</b>	<b>£'000</b>	<b>£'000</b>
<b>Restricted funds:</b>					
Donations	<b>62</b>	4	(7)	-	59
NHS Digital Support Grant	-	101	(101)	-	-
Milton Keynes Council Sustainability Funding	-	54	(54)	-	-
Training Fund	-	22	(22)	-	-
Covid-19 Support Funding	-	465	-	(465)	-
	<u><b>62</b></u>	<u><b>646</b></u>	<u><b>(184)</b></u>	<u><b>(465)</b></u>	<u><b>59</b></u>
<b>Unrestricted funds</b>					
Revaluation reserve	1,805	-	(313)	-	<b>1,492</b>
General funds	1,270	47,502	(49,541)	465	<b>(304)</b>
<b>Total unrestricted funds</b>	<u><b>3,075</b></u>	<u><b>47,502</b></u>	<u><b>(49,854)</b></u>	<u><b>465</b></u>	<u><b>1,188</b></u>
<b>Total funds</b>	<u><b>3,137</b></u>	<u><b>48,148</b></u>	<u><b>(50,038)</b></u>	<u><b>-</b></u>	<u><b>1,247</b></u>

#### PRIOR YEAR

##### Restricted funds:

Donations	82	-	(20)	-	62
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##### Unrestricted funds

Revaluation reserve	1,567	339	(101)	-	<b>1,805</b>
General funds	1,487	44,411	(44,628)	-	<b>1,270</b>

<b>Total unrestricted funds</b>	<u><b>3,054</b></u>	<u><b>44,750</b></u>	<u><b>(44,729)</b></u>	<u><b>-</b></u>	<u><b>3,075</b></u>
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<b>Total funds</b>	<u><b>3,136</b></u>	<u><b>44,750</b></u>	<u><b>(44,749)</b></u>	<u><b>-</b></u>	<u><b>3,137</b></u>
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# THE FREMANTLE TRUST

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2024 (CONTINUED)

### 16 MOVEMENT OF FUNDS (continued)

#### Restricted funds

Restricted funds are grants and local authority funding given for specific purposes together with amounts raised by homes for the exclusive benefit of the people who live there and to be spent in accordance with their wishes.

1. The grant received from the NHS was used to purchase digital social care record technology.
2. Milton Keynes Council funding was used to support adult social care workforce capacity and retention.
3. The COVID-19 funds represent funding received from the Government to support the Trust during the COVID-19 pandemic. The transfer of £465,000 relates to expenditure incurred in prior years for which additional funding was received in the year ended 31 March

#### Revaluation reserve

The revaluation reserve represents the total cumulative unrealised gains on the revaluation of properties held as fixed assets.

### 17 LIMITED BY GUARANTEE

The Fremantle Trust is a company limited by guarantee. The members of the company are the trustees named on page 1. In the event of the Charity being wound up, the liability in respect of the guarantee is limited to £1 per member of the charity. The total number of such guarantors at 31 March 2024 was 4 (2023: 6).

### 18 CAPITAL COMMITMENTS

There were outstanding capital commitments of £93,171 as at 31 March 2024 (2023: £Nil).

### 19 OPERATING LEASES

The Charity's total future minimum lease payments under non cancellable operating leases is as follows for each of the following periods:

	2024		2023	
	Land and buildings £'000	Other £'000	Restated Land and buildings £'000	Other £'000
Less than one year	6,706	121	6,824	127
One to five years	26,154	-	26,980	78
Over five years	93,079	-	101,222	-
<b>Total future minimum lease payments</b>	<b>125,939</b>	<b>121</b>	<b>135,026</b>	<b>205</b>

Future lease commitments are recorded at the lowest contractual amount in accordance with each lease agreement. Where the lease is subject to contractual RPI increases, this has been recorded at the lowest rate in accordance with the contract.

### 20 RESIDENTS' SAVINGS ACCOUNTS

Where necessary and desirable, and as part of the support plan, Fremantle will provide support to service users who need help managing their personal finances. A "Residents' Savings Account" is operated at most of our homes (particularly those for older people) where service users may choose to deposit their money. These accounts are set up in the name of the home and administered at home level on behalf of the service users. They are reconciled regularly and service users are provided with individual statements to keep them informed of their balance. The Head Office Finance department have electronic access to the homes records and the internal audit regularity review includes checks on these accounts. The total value of residents' savings accounts as at 31 March 2024 amounted to £745,888 (2023: £722,259).

### 21 CONTINGENT LIABILITY

There were no contingent liabilities as at 31 March 2024 (2023: £Nil).

# THE FREMANTLE TRUST

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2024 (CONTINUED)

### 22 RECONCILIATION OF NET EXPENDITURE TO NET CASHFLOW FROM OPERATING ACTIVITIES

	2024 £'000	2023 £'000
Net expenditure for the year	(1,577)	(237)
Depreciation	522	446
Loss on sale of fixed assets	50	3
Interest payable	13	42
Interest received	(12)	(5)
Decrease/(increase) in debtors	2,003	(893)
(Decrease)/increase in creditors	(2,425)	1,382
(Decrease)/increase in provisions	(150)	0
<b>Cash from operations</b>	<b>(1,576)</b>	<b>738</b>

### 22 FINANCIAL INSTRUMENTS

	2024 £'000	2023 £'000
<b>Financial assets that are debt instruments measured at amortised cost:</b>		
Trade and other debtors	3,141	5,094
Cash at bank and in hand	220	1,642
	<b>3,361</b>	<b>6,736</b>
<b>Financial liabilities that are debt instruments measured at amortised cost:</b>		
Trade and other creditors	7,009	8,425
Bank loans	-	115
	<b>7,009</b>	<b>8,540</b>

The loan financing is in the form of a secured loan with a fixed interest rate. This loan was repaid on 31 July 2023.

### 23 CONTROLLING PARTY

The Trust is wholly controlled by The Orders of St John Care Trust ("OSJCT") through its power to appoint and remove any or all Trustees. OSJCT is a charity in England and Wales registered under charity number 1048355 and company number 03073089. The principal activity of OSJCT is the provision of residential nursing, dementia care and other care needs, as well as short term respite and day care. OSJCT is the largest group of undertakings for which consolidated accounts can be obtained from Eyre Court, Whisby Way, Lincoln, LN6 3LQ.

### 24 PRIOR PERIOD ADJUSTMENT

In the prior year, the Trust held £1,314,700 of residents deposits at 31 March 2023. This was incorrectly classified within resident and services contributions under debtors. The amount has been reclassified to creditors amounts falling due within one year. The balance consists of deposits paid by residents on admission and are due back to residents on discharge and all fees and charges have been paid.

In the prior year, the Trust incorrectly calculated its total future minimum lease payments under non cancellable property operating leases at £105.0m. Future lease commitments were not based on minimum contractual rate increases in accordance with the lease agreements and should not have been discounted at a rate of 7.80% to obtain the correct present value of £135m as restated within the financial statements as a prior period adjustment in note 19.