

Upton House School Limited
(A Company Limited by Guarantee)

Incorporated in England and Wales No. 00677794
Registered Charity No. 309095

GOVERNORS' REPORT AND FINANCIAL STATEMENTS

For the year ended

31 August 2022

Upton House School Limited

CONTENTS

for the year ended 31 August 2022

	Page
Council of Management's Report	1 - 11
Auditors' Report	12-15
Statement of Financial Activities	16
Balance Sheet	17
Cash Flow Statement	18
Notes to the Financial Statements	19-32

Upton House School Limited
(Company Limited by Guarantee)
Members of the Board, Officers and Professional Advisers

Registered Charity Name	Upton House School Limited
Charity Number	309095
Company Registration Number	677794
Registered Office	115 St Leonard's Road Windsor Berkshire SL4 3DF
	Members Mrs V Barker Mrs J Gratton (appointed 10 Nov 2022) Mr K D Hill (appointed 23 June 2022) Mr R A Laubscher (appointed 11 Nov 2021; resigned 23 June 2022) Mrs F R Lloyd Miss S E Mason Ms T Naidoo (appointed 10 Nov 2022) Mr R Nunan (resigned 10 Dec 2021) Mr R D L Smyth Mr R M Stewart (resigned 23 June 2022) Mr R Thompson (appointed 23 June 2022) Dr P M Warwicker Mrs K L Wooldridge
Headmistress	Mrs R Thornton
Secretary	Ms A Wood (resigned 30 Sep 2021)
Chair	Mrs V Barker
Finance & General Purposes Chair	Miss S E Mason
Auditors	Moore Kingston Smith LLP Chartered Accountants and Statutory Auditors 6 th Floor 9 Appold Street London EC2A 2AP
Bankers	Handelsbanken plc Independent House William Street Windsor SL4 1BA
Solicitors	Veale Wasbrough Vizards Narrow Quay House Narrow Quay Bristol BS1 4QA

Upton House School Limited

(Company Limited by Guarantee)

Report of the Council of Management

The Members, who are also Directors for the purposes of the Companies Act, have pleasure in presenting their report for the year ended 31 August 2022 under the Companies Act 2006 and the Charities Act 2011. The audited financial statements for the year comply with the requirements of the Companies Act 2006, the Company's Articles of Association and the Charities SORP (FRS 102).

REFERENCE & ADMINISTRATIVE INFORMATION

Upton House School Limited is a charitable company founded in 1936 and incorporated as a company limited by guarantee in December 1960.

Reference and administrative details are shown in the schedule of members of the board and professional advisers on page 1 of the report.

The Members

The Members who served the charity as Trustees during the period were as follows:

Mrs V Barker (D,E,F,S)
Mr K D Hill (appointed 23 June 2022) (B,H,N)
Mr R A Laubscher (resigned 23 June 2022) (D,F)
Mrs F R Lloyd (D,H,N)
Miss S E Mason (B,F,S)
Mr R D L Smyth (B,D,N)
Mr R M Stewart (resigned 23 June 2022) (B,E,H,S)
Mr R Thompson (appointed 23 June 2022) (F,N)
Dr P M Warwick (B,D,H)
Mrs K L Wooldridge (D,E)

Letters after the names indicate their service on our committees denoted as follows
B – Bursary, D – Development, E – Education and Pastoral, F – Finance and General Purposes, H – Health and Safety, N - Nominations, S - Salaries

STRUCTURE, GOVERNANCE & MANAGEMENT

Governing Document

The Company is governed by its Articles of Association dated 23rd March 2011 (as amended 10th July 2013).

Governing Body

The Council of Management regularly reviews a skills audit of existing Council members. The Chair, assisted by the Headmistress and the Nominations Committee and other Council members as appropriate, seeks to identify possible new Council members to meet any gaps identified. Trustees are elected as members of the Council at a full meeting of the Council of Management. Trustees, who are also required to serve as Directors of the Company under the Articles of Association, serve for a term of four years and are eligible to stand for re-election for two further terms, or, in exceptional circumstances only, three additional terms.

Trustee Training

Upon election to the Council of Management, new Trustees are given access to the Governors' Handbook containing information relating to the school and its management, which is updated as required. New Trustees are also invited to spend time with the Chairs of the Council and the Finance and General Purposes Committee, with the Headmistress and with the Bursar for induction training, prior to attending their first full Council meeting. On-going training for Trustees is in the form of updates at Council meetings and to the Governors' Handbook, together with the offer to attend specific training courses and conferences for governors run by the Incorporated Association of Preparatory Schools, the Independent Schools Bursars Association, the Independent Schools Council, the Association of Governing Bodies of

Upton House School Limited

(Company Limited by Guarantee)

Report of the Council of Management

Independent Schools, and similar relevant bodies in the year. Three trustees received training from one or more of these organisations.

Indemnity Insurance

Indemnity Insurance has been taken out in respect of the Trustees.

Organisational Management

The Council of Management meets at least three times a year to determine the general policy of the company and review its overall management and control. The financial management of the company is overseen by the Finance and General Purposes Committee, which meets three times a year, prior to full Council meetings and reports its findings to the Council. The school's future development plan is drafted by the Headmistress and staff and reviewed annually by the Development Committee, which meets in January or February and reports back to the Council meeting later that term. There is also an Education and Pastoral Committee and a Health and Safety Committee, which both meet termly, a Salaries Committee that meets annually and a Bursary Committee and a Nominations Committee, which meet as required. The Committees' Terms of Reference are being updated.

The day-to-day running of the school is delegated to the Headmistress supported by the finance and administrative teams and other members of the Senior Leadership Team (SLT). Together the five members of the SLT are the key management personnel.

Remuneration, including that of key management personnel, is set by the Council of Management, via the Finance and General Purposes Committee and the Salaries Committee, with the policy objective of ensuring appropriate incentives to encourage excellent performance and in a fair and responsible manner rewarding individual contributions to the company's success. The appropriateness and relevance of the remuneration policy is reviewed annually including reference to comparisons with other independent schools to ensure that Upton House School remains sensitive to the broader issues of pay and employment conditions elsewhere. The school aims to recruit, subject to experience, at the lower to medium point within the scale, providing scope to be rewarded for excellence. Delivery of the School's charitable vision and purpose is primarily dependent upon key management personnel.

Structure and relationships

Upton House School is an active member of IAPS for the promotion and maintenance of preparatory school standards generally, and also subscribes to a number of other bodies relating to education and independent schools. The school co-operates with other local and national organisations and charities in its efforts to widen public access to the education it can provide and optimise the use of its cultural and sporting facilities and to awaken in its pupils an awareness of the wider social context of the education they receive here.

Principal risks and uncertainties

The Council of Management, via the Finance and General Purposes Committee, reviews the school's current and planned future activities in the light of any major risks arising from time to time, and the effectiveness of systems and procedures designed to manage them. Our risk register is regularly updated and considered throughout the year by our committees.

Pupil numbers

The Council regards the major risk to the school is falling numbers of pupils on roll.

The Council notes there has been significant improvement in pupil numbers from 198 pupils on roll in 2018/19 to 300 pupils at the end of the year. The expectation is that from 2022/23 onwards the school will be at capacity with at least 300 on roll. This pupil number increase is as a direct result of the Council's strategic review of operations; primarily the extending of our Nursery operations to 48 weeks a year, along with the main school operations to become a fully co-educational school for boys and girls aged 2 to 11. At the time of writing the school is at full capacity.

Upton House School Limited

(Company Limited by Guarantee)

Report of the Council of Management

The annual cost and income budget is set on a conservative basis to ensure that the school would be able to continue to operate during any temporary reduction in pupil numbers or super-inflationary expenditure. In the event that such a fall in numbers looked likely to be sustained, the Council would look first to cost reduction.

Staffing

The Council also considers that failure to recruit or retain the correct calibre of staff is a potential risk to the success of the school. This is managed through a comprehensive recruitment policy and adherence to the guidelines on safer recruitment. Candidates for all roles are put through a rigorous assessment and interviewed by the Head and at least one member of the SLT. New staff members are mentored by a member of the SLT and, should there be any concerns, these are addressed promptly. The school maintains a register of reliable, high quality supply staff to call upon should the need arise. The Council oversees succession planning for the senior operational roles in the school and a panel of Council members interviews for the most senior positions.

Regulatory

More likely than when this was first considered is the possible introduction of VAT on tuition fees and the loss of charitable relief on business rates. We have modelled the impact of these possible changes in legislation and considered our likely response.

Having been independently inspected in 2021/22 and meeting all of our regulatory and compliance obligations, we believe that the risk of regulatory failure is low. However, this is carefully managed by taking advantage of all the information available to the sector in the form of updates from the various professional bodies of which the school has membership; by ensuring that staff keep up to date with the latest developments in educational thinking and practice through attending courses, reading, and networking; and by employing professional advisers where appropriate.

Reputational

The Council of Management is very conscious of ensuring that the school's excellent reputation is maintained at all times. Any reputational risk is managed through up to date, appropriate policies and through training to ensure staff behaviour both inside and outside school, particularly in areas such as social networking, is of the highest standard. The school communicates comprehensively with parents and has an open-door policy to ensure that any concerns that may arise are dealt with promptly.

The Council of Management recognises that the risk to the school's reputation of a breach of safeguarding regulations would be very damaging and ensures that safeguarding matters are given the highest priority. The Deputy Head is an experienced Designated Safeguarding Lead, and two further members of the SLT are also trained designated safeguarding people. The Council has appointed a member to act as the designated safeguarding liaison on its behalf, who meets the safeguarding team at least once a term. All the above attend regular training to ensure that the school has the latest guidance on all safeguarding matters and the school's safeguarding policy is subject to regular review and update, including review at least once a year by the full Council of Management. All staff receive safeguarding training on joining the school and an annual update.

Financial

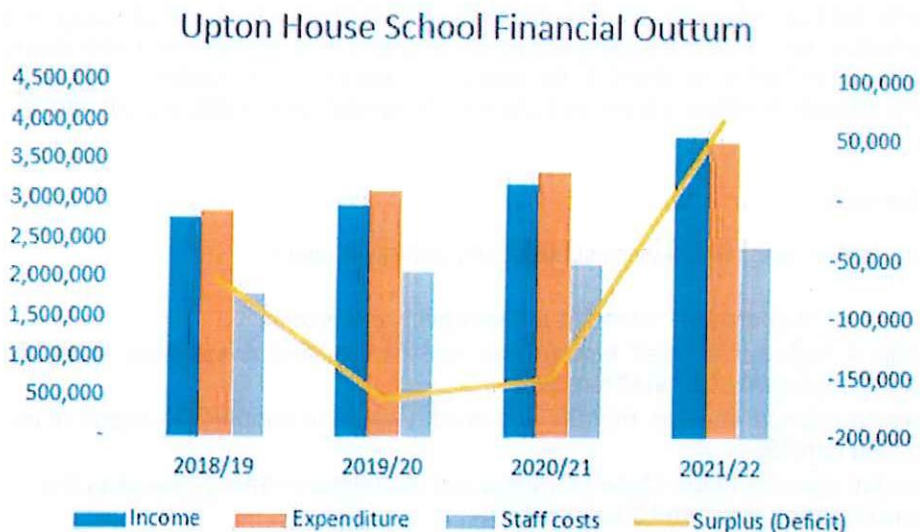
The Council views the school's financial position as stable and that the action taken following the strategic review has addressed concerns regarding pupil numbers. Pupil number forward projections are excellent, with the school now managing waiting lists in a number of year groups. The school has recovered from the pandemic with strong financial projections for 2022/23 onwards. The Council is of the opinion that the school is making sufficient cash surpluses to service our small loan commitment, taken out as a cushion against unforeseen Covid-related

Upton House School Limited

(Company Limited by Guarantee)

Report of the Council of Management

shocks, to invest in our facilities and estate, to continue to support our bursary programme and to build a reserve for future pupils.



Borrowings remain low, the school has a low interest government guaranteed recovery bounce back loan totalling £50,000 received in 2021, with a 6-year repayment term which started in May 2022 and another small remaining loan coming to the end of its 10-year term, was fully repaid in May 2022. The school has an overdraft facility with its bankers which will provide working capital should there be a temporary shortage of funds, but, with prudent budgeting and the strong reputation of the School, the Council does not consider this to be major risk.

Recognising the potential risk of unexpected, super-inflationary increases to the employer's contribution to the Teachers' Pension Scheme (TPS), the school mitigated this risk by leaving the scheme in August 2021. The new scheme is with the Aviva Pension Trust for Independent Schools (APTIS), a defined contribution scheme. Benefits associated with the TPS have been replaced through other providers.

Cyber

Schools, like all companies, are susceptible to cyber crime. When speaking openly with IT specialists in the sector, the number who have succumbed to ransom is very significant.

At Upton House we believe the weakest point to be the end user and we undertake continuous training of all employees. Specifically, end users are made aware of how to remain alert to phishing emails and what to do if they have any concerns; no matter how slight. We translate our safeguarding mantra that if it feels strange it may well be strange.

We also ensure that staff are aware of phone and email scams where urgent payments are demanded of finance staff from groups purporting to be members of the senior management or Board.

To further improve our network security, we are migrating all management systems to the cloud.

OBJECTS, PUBLIC BENEFIT AIMS, OBJECTIVES AND PRINCIPAL ACTIVITIES

The object of the Company, in accordance with its Articles of Association, is to promote, advance and carry out the education of children. In the furtherance of this object, the Directors, as the charity Trustees, have complied with the duty in s.17(5) of the Charities Act 2011 to have due regard to the Charity Commission's published general and relevant sub-sector guidance concerning the operation of the public benefit requirement under that Act.

Upton House School Limited

(Company Limited by Guarantee)

Report of the Council of Management

Strategic Aim and Intended Effect

The strategic aim of Upton House School, for the public benefit as a charitable independent school, is to provide the best education possible for each child, through a lively, challenging, and broad-based curriculum and sound teaching methods, provided in a creative and stimulating environment. The school aims to develop its pupils as courteous, considerate, and well-mannered children through its ethos, values and close working relationship with parents and the local community.

Objectives for the year

Specific objectives for the year, which were successfully achieved, were

- to return to normal operations following the pandemic restrictions
- to maintain a high-quality staff through job satisfaction and recruitment of strong candidates to replace natural staff turnover
- to continue to operate 48-week nursery and holiday clubs to support the needs of our busy, working families
- to build on the success of our Open Mornings and recruitment strategy; keeping the admissions pipeline robust and the school full
- to benefit the wider community: offering broadcasting facilities and advising other schools on their planned broadcasting ambitions
- to collaborate with the Windsor Learning Partnership; especially in planning the Diamond Jubilee activities
- to focus on STEAM and blending our virtual and in person experiences for parents
- to keep the estate fit to satisfy the changing needs of the school by creating new space (Broadcasting Suite) and remodelling existing space (new changing rooms and WCs)
- to recruit new Governors

Principal Activity

The principal activity continues to be the provision of a day school for both boys and girls aged 2-11. At the end of the year there were 100 boys and 200 girls enrolled at the school, compared with 89 boys and 176 girls in 2020/21.

Bursaries & Community Outreach

The school supported 8 (2021 - 11) children with bursaries in the year at a total cost of £64,055 (2021 - £82,207), with need assessed by the Bursary Committee on a means tested basis. The school transferred £72,443 (2021 - £70,333) to the bursary fund to meet this commitment, with the balance remaining in the fund for future years. The awards included 2 (2021:4) 100% awards. The remaining 6 awards were for between 50% and 80%.

In addition to the bursary support above, the school provided a free place to 1 child in Nursery (2020-21) at a cost of £3,800 (2021 - £3,049).

The school enhances the educational experience of its pupils by raising awareness of the world around them; by fundraising for local, national, and international charities with donations totalling £9,308 (2021 - £11,241) in the year.

Community Benefit and Charitable Giving

Despite the pandemic, outreach remained robust as this is ingrained in our ethos and our beliefs.

We have supported the Slough and Windsor foodbanks, sung carols to raise funds for Wexham Park hospital and the Alexander Devine children's hospice and supported the poppy appeal and the Garrison Church, Windsor.

Highlights were the raising of £3,630 as a consequence of a song composed by our Head of Music Technology, 'A Brand New Start'.

Upton House School Limited

(Company Limited by Guarantee)

Report of the Council of Management

During Windsor Learning Partnership School's Jubilee Week, Upton House broadcast live each morning. Having trained not just our own pupils, but those from other schools, a different maintained-sector school broadcast from our suite each day of the week. In partnership with these same schools, we streamed a Big Band Music Concert and all state schools in the Partnership learned a song we commissioned for the Platinum Jubilee celebrations.

In the Spring Term, the school forsook our traditional uniform and wore yellow and blue; raising over £300 for the Ukraine Disaster Fund. We also took Ukrainian twins into our family of pupils at no cost to the family.

Upton House School pupils continued with their initiative to reduce single-use plastic in School and at home and met with representatives from other local schools to share their ideas in this area.

The School does not undertake any fundraising activity outside its own community, and any funds raised internally are for the benefit of other charities. Upton House Families (UHF, previously the PTA), which is a separate but linked organisation, raises funds from parents and others for the benefit of the school, which are spent on projects agreed with the school.

Upton House School Limited

(Company Limited by Guarantee)
Report of the Council of Management

REVIEW OF ACHIEVEMENTS AND PERFORMANCE FOR THE YEAR

Operational performance

Inspection

In 2017 we excelled in our educational quality and focussed compliance inspections, being judged 'excellent' in all areas. This year we received a Regulatory Compliance inspection and met all of the requirements. This is as good a result as it is possible to get. The report is available on our website and that of the Independent Schools Inspectorate.

Virtual Parents' Evenings

We continued the virtual parents' evening this year. We are continuing this based on a survey with the last cohort of parents who had experienced onsite parents' evenings hosted in the hall and who also had been exposed to virtual parents' evenings.

Staff also prefer this format as the events run to schedule, parents have enough time, and those few that require more time arrange follow-up meetings.

Broadcasting

We launched Upton's first Broadcasting Club this year. 5 pupils from Form 5 and 4 pupils from Form 6 signed up. This was a fully subscribed club. One of our goals is to help pupils and parents identify the levels of interest of Broadcasting in Form 5 children, which might influence their future school's choice, some senior schools have no broadcasting and others do have broadcasting facilities.

The summer play of 'Seussical' allowed us to drive even more technical feats especially in support of a full hybrid event. In the hall, we combined green screen with real props, morphing real and digital. The two digital screens gave the hall audience the digital view alongside live green screen performances for the hall viewers. The marquee had the large projection augmented by children dancing, running and performing numerous times in person, which enabled parents to watch multiple times and bring babes in arms or siblings. The online audience had a non-stop digital experience, plus a permanent record of the event for all.

Our well-trained children (under supervision) now run all of our many live-streamed events.

We streamed to a geo-spread of 21 countries and 1,950 people - this audience is four times larger than our pre live-stream events of two years ago.

Upton House School Limited

(Company Limited by Guarantee)
Report of the Council of Management

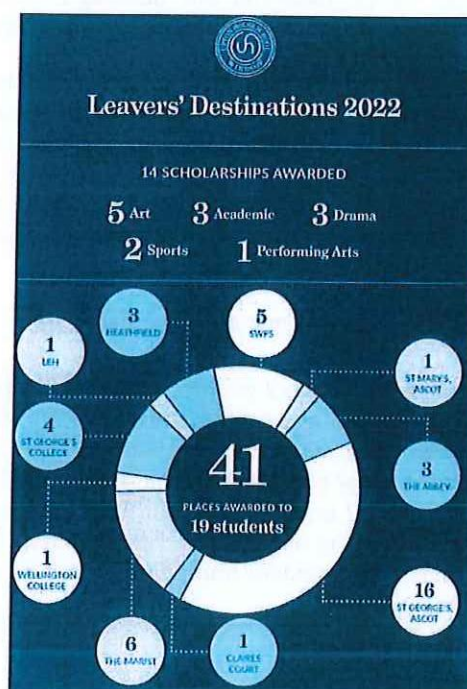
Preparing our pupils for the next stage in their journey

In the summer of 2022, 19 girls left the school to move on to senior schools: 14 scholarships were awarded and 41 offers were made.

Destination of 2021 Leavers



Destination of 2022 Leavers



FINANCIAL REVIEW AND RESULTS FOR THE YEAR

The school made an operational surplus of £248,775 (2021 – £24,167) in the year, which after depreciation and unrealised gain on investments, resulted in a net surplus of £67,151 (2021 – deficit of £(151,334)).

Capital expenditure during the year was £179,747 (2021 - £61,642). As outlined in the objectives for the year, a significant part of this investment was the creating of our broadcasting suite and new changing / WC facilities. During the year we also took the opportunity to provide extensive, safe (rubber crumb) playground surfaces.

Investment powers, policy and performance

These are governed by the Articles of Association, which permit funds to be invested in any manner provided appropriate advice is taken. The Council of Management keeps under review the investment risks and rewards. The only investments currently held are those of the designated bursary fund.

The school's bursary fund is a designated fund and is held in four investment funds managed by the Charities Official Investment Fund (COIF), with a balance held on deposit with the same organisation. The investments were valued at £71,116 as at 31 August 2022 and yielded an overall return of 4% in the year. The value of the investment in the COIF Charities Property fund at 31 August 2022 was £13,845.

Upton House School Limited

(Company Limited by Guarantee)

Report of the Council of Management

Reserves and financial health

At the end of the year, there were restricted reserves of £nil (2021 - £nil). After the transfer of £72,443 to the designated bursary fund, the balance of unrestricted reserves was £3,295,231 (2021 - £3,233,601).

These funds are invested in the school's fixed assets and are therefore not expendable as free reserves. Free reserves are defined as reserves which are freely available and exclude restricted funds, designated funds, and any fixed assets.

In common with other independent schools, the Council of Management have invested substantial sums into the school site in recent years and have a continuing programme of refurbishment, development, and investment to develop and maintain excellent facilities for our pupils. Although the free reserves are at a negative balance, this illustrates the extent of investment in the school, and is a common practice by independent schools which have to finance their own capital investment plans. The Reserves Policy is reviewed on an annual basis with due consideration of risks.

EQUALITY, DIVERSITY AND INCLUSION

At Upton House School we are committed to providing equal opportunity for all pupils and staff, and to providing a working environment which is free from discrimination, prejudice and harassment. We encourage respect and consideration for others and recognise and value the school as a safe place for learning. The staff at Upton recognise that inequalities exist in all levels of society and believe that, as educators, we have a crucial role to play in eliminating racism, sexism and all forms of discrimination. We can promote equality by dealing with bullying, racial abuse and sexism immediately and by educating the young people in our care without prejudice.

PLANS FOR FUTURE PERIODS

- Consolidate the financial stability and resilience of the school
- Protect parents from the headwinds a change in government may bring
- Fully embed digital operations into the school fabric
- Continue to focus and invest in cyber security measures
- Focus resources on achieving efficiency gains and best value from all suppliers and service providers
- Update the committees' terms of reference

The Council of Management will continue to maintain and update the facilities of the school as required. Any funds surplus to operational requirements, and which are not required to update the school's facilities, will be directed into the bursary fund, to widen access to the opportunities offered by Upton House School, and/or used to reduce the school's borrowing and build up free reserves.

The main objective of the Council of Management continues to be the provision of the best education possible for all pupils, allowing them to receive individual attention and consideration, thus enabling them to develop at their own pace. The strategy for doing this is to maintain high levels of teaching and pastoral care standards and to provide the best facilities possible.

Upton House School Limited

(Company Limited by Guarantee)
Report of the Council of Management

RESPONSIBILITIES OF THE MEMBERS

The Members (who are also Directors and Trustees of Upton House School for the purposes of company law) are responsible for preparing the Report of the Council of Management and the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Company law requires the Members to prepare financial statements for each financial year, which give a true and fair view of the state of affairs of the charitable company and of the incoming resources and application of resources, including the income and expenditure, of the charity for that period. In preparing those financial statements, the Members 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 UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the charity will continue its activities.

The Members are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the charity and to enable them to ensure that the financial statements comply with the Companies Act 2006. The Members are also responsible for safeguarding the assets of the charity and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

DISCLOSURE OF INFORMATION TO AUDITORS

In so far as the Members are aware:

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

AUDITORS

The appointment of auditors will be proposed at the annual general meeting in accordance with section 485 of the Companies Act 2006.

Approved by the Council of Management at its meeting on

16th March 2023

and signed on its behalf:



Mrs V Barker
Chair

Registered office:
115 St Leonard's Road,
Windsor,
Berkshire,
SL4 3DF

Upton House School Limited

(Company Limited by Guarantee)

Independent Auditor's Report

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF UPTON HOUSE SCHOOL

Opinion

We have audited the financial statements of Upton House School ('the company') for the year ended 31 August 2022 which comprise of the Statement of Financial Activities, the Balance Sheet, the Cash Flow Statement and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 'The Financial Reporting Standard Applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the charitable company's affairs as at 31 August 2022 and of its incoming resources and application of resources, including its income and expenditure, for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the audit of the financial statements section of our report. We are independent of the charitable company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the 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 trustees' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

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

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

Other information

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

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a

Upton House School Limited

(Company Limited by Guarantee)

Independent Auditor's Report

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.

Opinions on other matters prescribed by the Companies Act 2006

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

- the information given in the trustees' annual report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the trustees' annual report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company 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 Companies Act 2006 requires us to report to you if, in our opinion:

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

Responsibilities of trustees

As explained more fully in the trustees' responsibilities statement set out on page 9, the trustees (who are also the directors of the charitable company for the purposes of company law) are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the trustees determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the trustees are responsible for assessing the charitable company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the trustees either intend to liquidate the charitable company or to cease operations, or have no realistic alternative but to do so.

Auditor's Responsibilities for the audit of the financial statements

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

As part of an audit in accordance with ISAs (UK) we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

Upton House School Limited

(Company Limited by Guarantee)

Independent Auditor's Report

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purposes of expressing an opinion on the effectiveness of the charitable company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the trustees.
- Conclude on the appropriateness of the trustees' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the charitable company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the charitable company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Explanation as to what extent the audit was considered 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 objectives of our audit in respect of fraud, are; to identify and assess the risks of material misstatement of the financial statements due to fraud; to obtain sufficient appropriate audit evidence regarding the assessed risks of material misstatement due to fraud, through designing and implementing appropriate responses to those assessed risks; and to respond appropriately to instances of fraud or suspected fraud identified during the audit. However, the primary responsibility for the prevention and detection of fraud rests with both management and those charged with governance of the charitable company.

Our approach was as follows:

- We obtained an understanding of the legal and regulatory requirements applicable to the charitable company and considered that the most significant are the Companies Act 2006, the Charities Act 2011, the Charity SORP, and UK financial reporting standards as issued by the Financial Reporting Council.
- We obtained an understanding of how the charitable company complies with these requirements by discussions with management and those charged with governance.
- We assessed the risk of material misstatement of the financial statements, including the risk of material misstatement due to fraud and how it might occur, by holding discussions with management and those charged with governance.
- We inquired of management and those charged with governance as to any known instances of non-compliance or suspected non-compliance with laws and regulations.

Upton House School Limited
(Company Limited by Guarantee)
Independent Auditor's Report

Based on this understanding, we designed specific appropriate audit procedures to identify instances of non-compliance with laws and regulations. This included making enquiries of management and those charged with governance and obtaining additional corroborative evidence as required.

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

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 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 any party other than the charitable company and charitable company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Moore Kingston Smith LLP

22 May 2023

James Saunders (Senior Statutory Auditor)

for and on behalf of Moore Kingston Smith LLP, Statutory Auditor

6th Floor
9 Appold Street
London
EC2A 2AP

Upton House School Limited

STATEMENT OF FINANCIAL ACTIVITIES

(including the income and expenditure statement)

for the year ended 31 August 2022

	Notes	Unrestricted funds £	Restricted funds £	Total 2022 £	Total 2021 £
INCOME FROM:					
Charitable Activities					
School fees	3	3,417,400	-	3,417,400	2,914,151
Other educational income	4	389,263	-	389,263	261,651
Other income					
Other trading income	5	1,269	-	1,269	4,915
Investments					
Investment Income	6	618	-	618	643
Voluntary sources					
Grants and donations	7	5,656	1,478	7,134	13,832
Total income and endowments		3,814,206	1,478	3,815,684	3,195,192
EXPENDITURE ON:					
Costs of raising funds					
Interest and other costs	8	18,198	-	18,198	12,826
Charitable activities					
Education	8	3,725,372	1,478	3,726,850	3,339,376
Total expenditure		3,743,570	1,478	3,745,048	3,352,202
Net operating Income/(expenditure)		70,636	-	70,636	(157,010)
Net gains/(losses) on investments	13	(3,485)	-	(3,485)	5,676
Net income/(expenditure)		67,151	-	67,151	(151,334)
Transfer between funds		-	-	-	-
Net movement in funds		67,151	-	67,151	(151,334)
Fund balances brought forward		3,325,864	-	3,325,864	3,477,198
Fund balances carried forward	19, 20	<u>3,393,015</u>	<u>-</u>	<u>3,393,015</u>	<u>3,325,864</u>

All of the above amounts relate to continuing activities.

The accompanying notes form part of these financial statements.

Upton House School Limited

BALANCE SHEET

as at 31 August 2022

	Notes	2022 £	2021 £
FIXED ASSETS			
Tangible assets	12	3,825,615	3,827,493
Investments	13	71,116	74,039
		<u>3,896,731</u>	<u>3,901,532</u>
CURRENT ASSETS			
Stocks	14	26	26
Debtors	15	69,050	107,477
Cash at bank and in hand		380,015	238,546
		<u>449,091</u>	<u>346,049</u>
CREDITORS: Amounts falling due within one year	16	<u>(779,338)</u>	<u>(734,601)</u>
NET CURRENT LIABILITIES		<u>(330,247)</u>	<u>(388,552)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>3,566,484</u>	<u>3,512,980</u>
CREDITORS: Amounts falling due after more than one year	17	<u>(173,469)</u>	<u>(187,116)</u>
NET ASSETS		<u><u>3,393,015</u></u>	<u><u>3,325,864</u></u>
FUNDS			
Restricted funds	19	-	-
Unrestricted funds - general	19	3,295,231	3,233,601
Unrestricted funds - designated	19	97,784	92,263
		<u>3,393,015</u>	<u>3,325,864</u>

Approved by the Council of Management and signed on its behalf on

16th March 2023



Mrs V Barker
Chair of the Board of Governors

The accompanying notes form part of these financial statements.
Company Number: 00677794

Upton House School Limited

CASHFLOW STATEMENT

for the year ended 31 August 2022

CASH FLOW STATEMENT	Notes	2022 £	2021 £
Net cash inflow from operating activities	25	363,790	160,557
Cash flows from investing activities:			
Bank interest received		56	4
Dividends received		562	639
Interest element of finance lease rental payments		826	1,239
Payments to acquire fixed assets		(179,747)	(61,642)
Payments to acquire investments		(562)	(639)
Net cash outflow from Investing activities		<u>(178,865)</u>	<u>(60,399)</u>
Financing:			
Loans received		-	50,000
Loans repaid		(43,456)	(53,209)
Net cash outflow from financing activities		<u>(43,456)</u>	<u>(3,209)</u>
Increase/(decrease) in cash		141,469	96,949
Cash and cash equivalents at the beginning of the reporting period		<u>238,546</u>	<u>141,597</u>
Cash and cash equivalents at the end of the reporting period		<u>380,015</u>	<u>238,546</u>

Upton House School Limited

ACCOUNTING POLICIES

for the year ended 31 August 2022

1 ACCOUNTING POLICIES

Upton House School Limited is a company limited by guarantee with registered number 00677794, incorporated and domiciled in England and Wales. Its registered office is 115 St Leonard's Road, Windsor, Berks, SL4 3DF.

1.1 BASIS OF PREPARATION

The financial statements have been prepared in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102). The Charitable Company is a public benefit entity for the purposes of FRS 102 and therefore the Charity also prepared its financial statements in accordance with the 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 FRS 102 Charities SORP), the Companies Act 2006 and the Charities Act 2011.

The financial statements are prepared in sterling, which is the functional currency of the charity. Monetary amounts in these financial statements are rounded to the nearest pound.

These financial statements are prepared on the going concern basis, under the historical cost convention as modified by the revaluation of investments and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom. The principal accounting policies, which have been applied consistently throughout the year, are set out below.

1.2 GOING CONCERN

During the year the charitable company made a surplus of £67,151 (2021: deficit of £151,334) and had net assets of £3,393,015 (2021: £3,325,864) at the balance sheet date. The Trustees have assessed whether the use of the going concern basis is appropriate and have considered possible events or conditions that might cast significant doubt on the ability of the charitable company to continue as a going concern.

The School's activities, together with the factors likely to affect its future development, performance and position are set out in the Report of the Council of Management. There has been a significant improvement in pupil numbers going into 2022/23 and interest in the School from prospective families remains high.

The School has produced forecasts and projections for at least 12 months from the date of approval of these financial statements and these show that the School should be able to operate without the need to draw down on its current overdraft facility.

After making appropriate enquiries, the Council of Management has concluded that there is reasonable expectation that the charitable entity remains financially viable in the long-term and it will have adequate resources to continue in operational existence for the foreseeable future and it is therefore appropriate to prepare the financial statements on the going concern basis.

On this basis the Council of Management have concluded that the School is a going concern and continues to adopt the going concern basis in preparing the financial statements. The financial statements do not include any adjustments that would result from the School not being able to meet its liabilities as they fall due.

1.3 COMPANY LIMITED BY GUARANTEE

The Company is limited by guarantee, the guarantors at the present time being the Members, to the extent of £1 each.

1.4 FEES RECEIVABLE AND SIMILAR INCOME

Fees receivable and charges for services and use of premises are accounted for in the period in which the service is provided. Fees receivable are stated after deducting allowances, scholarships and other remissions granted by the School. School fees received in advance are recorded as liabilities in the balance sheet and are released to the Statement of Financial Activities in the year to which they relate.

Upton House School Limited

ACCOUNTING POLICIES

for the year ended 31 August 2022

1.5 DONATIONS AND FUND ACCOUNTING

Donations received for the general purposes of the School are included as unrestricted funds. Donations restricted by the wishes of the donor or the terms of an appeal are taken to restricted funds. Donations required to be retained as capital in accordance with the donor's wishes are accounted for as endowments – permanent or expendable according to the nature of the restriction. Voluntary income received by way of grants is included in full in the Statement of Financial Activities when receivable. Grants, where entitlement is not conditional on the delivery of a specific service, are recognised when the company becomes unconditionally entitled to the grant. Income is deferred when the donor attaches conditions outside the charitable company's control or specifies that the resources are to be used in a future accounting period.

1.6 EXPENDITURE

Expenditure is allocated to expense headings, which aggregate all costs relating to the category either on a direct cost basis, or apportioned according to time spent. The irrecoverable element of VAT is included with the item of expense to which it relates.

All costs associated with the provision of education are allocated to Charitable Expenditure. Only the costs directly associated with, or incurred solely in, Raising Funds are allocated to this category. For example, the costs of kitchen and domestic staff who are employed on a short term basis during the school holidays are allocated to the Costs of Raising Funds whereas the costs of the permanent staff are allocated to Charitable Expenditure because they would have to be paid in any event. Likewise, only premises costs that are incurred because of, or to support, the letting activities are allocated to the Costs of Raising Funds.

Governance costs comprise the costs of running the Trust, including strategic planning for its future development, external audit, and all other costs of complying with constitutional and statutory requirements.

1.7 TEACHING COSTS

Supplies of games equipment, books, stationery and sundry materials are written off when the expenditure is incurred.

1.8 NETTING OFF OF EXPENSES AND RELATED INCOME

No netting off of expenses and income takes place within the accounts unless the School has received income from and incurred expenses on special fundraising events or activities. Under these circumstances it may include only the net figure in the Statement of Financial Activities.

1.9 FUND ACCOUNTING

All unrestricted funds which are available for use at the discretion of the trustees in furtherance of the general objectives of the charity.

Designated funds are unrestricted funds earmarked by the Council of Management for particular purposes.

Restricted funds are subjected to restrictions on their expenditure imposed by the donor.

Upton House School Limited

ACCOUNTING POLICIES

for the year ended 31 August 2022

1.10 FIXED ASSETS AND DEPRECIATION

All fixed assets are used in direct furtherance of the School's objectives. Fixed assets are included in these financial statements at their original cost less accumulated depreciation and accumulated impairment losses provided to date. Individual assets of any category costing less than £500 are not capitalised in the accounts.

Depreciation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows:

Freehold buildings and improvements	50 years
Plant and machinery	5% on cost
Fixtures and fittings	15% on cost
Vehicles	15% on cost
Freehold land	Not depreciated

The cost of freehold property represents the historical value recorded in the books of Upton House School consisting of £4,590,991, the value placed in 2001 on the land and buildings and the net cost of additions since that date. The Council are of the opinion that the current value of the School's land and building is substantially in excess of the figure shown in the financial statements. The buildings have an insured value of £13,048,092 (2021: £12,280,922).

1.11 STOCKS

Stocks are stated at the lower of cost or net realisable value.

1.12 PENSIONS

Up until 31 August 2021 full-time and part-time teaching staff employed under a contract of service were eligible to contribute to the Teachers' Pension Scheme (TPS). The school left the TPS on 31 August 2021. From 1 September 2022 full-time and part-time teaching staff employed under a contract of service are eligible to contribute to the Aviva Pension Trust for Independent Schools (APTIS). The scheme is a defined contribution pension scheme.

The School also pays contributions into a Group Personal Pension Scheme for Support staff. The Scheme is a defined contribution pension scheme. The assets of the Scheme are held separately from those of the School in an independently administered fund. The Pension Scheme charge represents contributions payable by the School in accordance with the rules of the Scheme.

1.13 LEASES AND HIRE PURCHASE CONTRACTS

Rentals paid under operating leases are charged to the Statement of Financial Activities evenly over the period of the lease.

1.14 INVESTMENTS

Investments are a form of basic financial instrument and are initially recognised at their transaction value and subsequently measured at their fair value as at the balance sheet date using the closing quoted market price. The Statement of Financial Activities includes the net gains and losses arising on revaluation and disposals throughout the year.

1.15 CASH AND CASH EQUIVALENTS

Cash and cash equivalents include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less.

1.16 FINANCIAL INSTRUMENTS

The School has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments. Financial instruments are recognised in the company's balance sheet when the company becomes party to the contractual provisions of the instrument. Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

With the exceptions of prepayments and deferred income all other debtor and creditor balances are considered to be basic financial instruments under FRS 102. See notes 15, 16 and 17 for the debtor and creditor notes.

Upton House School Limited

ACCOUNTING POLICIES

for the year ended 31 August 2022

1.17 TAXATION

The Company is a registered charity and is exempt from taxation as afforded by Section 505 ICTA 1988.

1.18 EMPLOYEE BENEFITS

The costs of short-term employee benefits are recognised as a liability and an expense.

2 KEY ESTIMATES & JUDGEMENTS

In the application of the Company's accounting policies, the Council is required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised, if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

In the opinion of the Council of Management, the estimates and assumptions which have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities are outlined below.

Critical judgements

Useful economic lives

The annual depreciation charge for property, plant and equipment is sensitive to changes in the estimated useful economic lives and residual values of the assets. The useful economic lives and residual values are re-assessed annually. They are amended when necessary to reflect current estimates, based on technological advancement, future investments, economic utilisation and the physical condition of the assets. See note 12 for the carrying amount of the property, plant and equipment and note 1.10 for the useful economic lives for each class of asset.

Recoverable value of fee debtors

The Company makes an estimate of the recoverable value of trade and other debtors. When assessing impairment of trade and other debtors, management considers factors including the current credit rating of the debtor, the ageing profile of debtors and historical experience. See note 15 for the net carrying amount of the debtors and associated impairment provision.

Upton House School Limited

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 August 2022

3 FEE INCOME

The School's activities are carried out within the UK.

The School's fee income comprised:

	2022	2021
	£	£
Gross fees	3,639,410	3,118,821
Less: Discounts	(157,955)	(122,463)
Less: Bursaries and Scholarships	(64,055)	(82,207)
	<u>3,417,400</u>	<u>2,914,151</u>

Included within the above is an amount of £nil (2021: £nil) which relates to restricted income.

4 OTHER EDUCATIONAL INCOME

	2022	2021
	£	£
Extras and disbursements	374,271	231,121
Registration fees	7,250	11,750
Fees in lieu of notice	-	14,330
Other income	7,742	4,450
	<u>389,263</u>	<u>261,651</u>

Included within the above is an amount of £nil (2021: £nil) which relates to restricted income.

5 OTHER TRADING INCOME

	2022	2021
	£	£
Rent and lettings	1,269	4,915
	<u>1,269</u>	<u>4,915</u>

Included within the above is an amount of £nil (2021: £nil) which relates to restricted income.

6 INVESTMENT INCOME

	2022	2021
	£	£
Interest received	56	4
Dividend income	562	639
	<u>618</u>	<u>643</u>

Included within the above is an amount of £nil (2021: £nil) which relates to restricted income.

7 DONATIONS AND GRANTS

	2022	2021
	£	£
Donations and gifts	5,656	5,643
Coronavirus Job Retention Scheme grant	-	7,399
Other grants	1,478	790
	<u>7,134</u>	<u>13,832</u>

Included within the above is an amount of £1,478 (2021: £790) which relates to restricted income.

Upton House School Limited

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 August 2022

8 EXPENDITURE

(a) Costs of Raising Funds	Staff costs	Other	Depreciation	Total
	(note 9)	£	£	2022
	£	£	£	£
Teaching	2,132,929	389,049	-	2,521,978
Welfare	25,594	246,678	-	272,272
Premises and Estates	84,251	197,455	93,912	375,618
Administration	166,518	279,733	87,711	533,962
Finance Costs	-	18,198	-	18,198
Governance	-	23,020	-	23,020
Total Expended	2,409,292	1,154,133	181,623	3,745,048

Included within teaching costs, other is an amount of £1,478 (2021: £790) relating to restricted expenditure.

	Staff costs	Other	Depreciation	Total
	(note 9)	£	£	2021
	£	£	£	£
Teaching	1,868,805	269,293	-	2,138,098
Welfare	-	204,811	-	204,811
Premises and Estates	51,316	213,068	91,967	356,351
Administration	268,580	258,469	89,207	616,256
Finance	-	12,826	-	12,826
Governance	-	23,860	-	23,860
Total Expended	2,188,701	982,327	181,174	3,352,202

(b) Governance Costs Include:	2022	2021
	£	£
Auditors' remuneration		
- Audit Fees	17,971	16,357
- Additional prior year audit fees incurred	1,143	1,143
- Accountancy Fees	2,790	3,540
- Other Audit services	1,116	2,820

Upton House School Limited

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 August 2022

8 EXPENDITURE (continued)	2022	2021
(c) Administration & Finance Costs	£	£
Salaries	139,594	226,363
National Insurance	15,303	23,619
Pension Costs	11,621	18,598
Other Staff Related Costs	38,705	42,852
Operating Leases	21,333	17,112
Postage and stationery	4,823	3,600
Telephones	6,825	6,036
Marketing and advertising	137,422	108,050
Inspection costs	3,149	2,673
Miscellaneous - Administration	10,742	13,535
Bad debts	17,580	9,633
Depreciation	87,711	89,207
Legal and Professional Fees	39,154	54,978
Bank charges and interest	948	1,218
Loan Interest	826	1,239
Other Finance	16,424	10,369
	552,160	629,082

9 STAFF COSTS	2022	2021
	£	£
Wages and salaries	2,001,380	1,733,675
Redundancy and settlement costs	-	9,282
Social security costs	182,320	159,798
Other pension costs	225,592	285,946
	2,409,292	2,188,701

The average monthly number of employees during the year was as follows:

	2022	2021
	No.	No.
Teaching	66	57
Premises	6	2
Support	6	8
	78	67

The number of employees whose emoluments exceeded £60,000 in the year was as follows:

	2022	2021
	No.	No.
£60,000 - £70,000	2	1
£70,001 - £80,000	-	-
£80,001 - £90,000	-	-
£90,001 - £100,000	-	1
£100,001 - £110,000	1	-
	3	2

Upton House School Limited

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 August 2022

Key management personnel include the Headmistress, Deputy Head, Bursar and Heads of Departments. The total number of key management personnel receiving pay and benefits is 8 (2021: 7). The total pay and benefits received by key management personnel were £450,004 (2021: £510,718) including Employers' NI and pension contributions.

10 PENSIONS

The school exited the Teachers' Pension Scheme ("the TPS") for its teaching staff on 31st August 2021. The participating staff were moved to a flexible defined contribution scheme. The pension charge for the year includes contributions payable to the TPS of £Nil (2021: £223,226) and at the year end £Nil (2021:£Nil) was accrued in respect of contributions to this scheme.

The School's teaching staff were moved to the Aviva Pension Trust for Independent Schools (APTIS) from 1st September 2021. The pension charge for the year includes contributions payable to APTIS of £157,922 (2021: £Nil) and the total pension contributions which were still outstanding as at the year end were £21,778 (2021:£Nil).

The School additionally operates a money purchase Group Personal Pension Scheme. Contributions on behalf of staff within this scheme are made to the Legal and General Group plc. The pension charge for the year includes contributions payable to the Personal Pension Schemes of £67,670 (2021: £62,720). Contributions to these schemes are charged to the statement of financial activities as they fall due. The total pension contributions which were still outstanding as at the year end were £8,589 (2021: £7,779).

Upton House School Limited

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 August 2022

11 NET INCOME FOR THE YEAR

	2022 £	2021 £
Net income is stated after charging:		
Depreciation of tangible fixed assets	181,625	181,175
Loan Interest	826	1,239
Operating lease rentals – other	21,333	17,112
Auditor's remuneration		
Audit services for the school- current year	17,971	16,357

12 TANGIBLE FIXED ASSETS

	Freehold Property £	Plant & Equipment £	Fixtures & Fittings £	Motor Vehicles £	Total £
Cost:					
at 1 September 2021	4,598,431	409,609	1,068,971	49,175	6,124,186
Additions	97,274	-	82,473	-	179,747
at 31 August 2022	<u>4,695,705</u>	<u>409,609</u>	<u>1,149,444</u>	<u>49,175</u>	<u>6,303,933</u>
Depreciation:					
at 1 September 2021	1,220,044	171,947	864,008	40,694	2,296,693
Charge for year	93,914	20,481	62,141	5,089	181,625
Disposals	-	-	-	-	-
at 31 August 2022	<u>1,313,958</u>	<u>192,428</u>	<u>926,149</u>	<u>45,783</u>	<u>2,478,318</u>
Net book value:					
at 31 August 2022	<u>3,381,747</u>	<u>217,181</u>	<u>223,295</u>	<u>3,392</u>	<u>3,825,615</u>
at 31 August 2021	<u>3,378,387</u>	<u>237,662</u>	<u>202,963</u>	<u>8,481</u>	<u>3,827,493</u>

13 INVESTMENTS

	Listed Investments £	2022 £	2021 £
Valuation at 1 September 2021	74,039	74,039	67,724
Additions	562	562	639
Gains/(Losses) arising from movements in valuations	(3,485)	(3,485)	5,676
Valuation at 31 August 2022	<u>71,116</u>	<u>71,116</u>	<u>74,039</u>

Upton House School Limited

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 August 2022

14 STOCK	2022	2021
	£	£
Stock Clothing	26	26
	<u>26</u>	<u>26</u>
15 DEBTORS	2022	2021
	£	£
Fees and extras	68,747	76,883
Less provision for doubtful debts	(40,073)	(27,073)
Prepayments and accrued income	40,376	57,667
	<u>69,050</u>	<u>107,477</u>
16 CREDITORS	2022	2021
Amounts falling due within one year:	£	£
Loans	10,648	43,457
Trade creditors	164,805	46,834
Taxation and social security costs	42,793	40,829
Fee Deposits	10,100	9,500
Fees in advance	385,131	479,058
Other creditors	89,903	18,649
Accruals	75,958	96,274
	<u>779,338</u>	<u>734,601</u>
Deferred income:	2022	2021
	£	£
Brought forward	479,058	325,437
Released in year	(479,058)	(325,437)
Received in year	385,131	479,058
	<u>385,131</u>	<u>479,058</u>

Deferred income relates to schools fees received in advance for the following term.

Upton House School Limited

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 August 2022

17 CREDITORS DUE AFTER ONE YEAR	2022	2021
	£	£
Amounts falling due after more than one year:		
Bank loan	35,803	46,450
School fee deposits	137,666	130,300
Fees in advance	-	10,366
	173,469	187,116
	2022	2021
	£	£
Movement on loans		
In one year or less	10,648	43,457
Between one and two years	10,648	10,648
Between two and five years	25,155	31,945
After five years	-	3,857
	46,451	89,907
	2022	2021
	£	£
Deposits held maturing as follows:		
In one year or less	10,100	9,500
Between one and two years	8,400	9,100
Between two and five years	129,266	121,200
	147,766	139,800

The school took out a bounce back loan with HSBC in April 2022 for £50,000. The loan is taken out over a period of 6 years and repayments started in May 2022. The first year of the loan was interest free, thereafter the interest is charged at 2.5%.

18 FINANCIAL INSTRUMENTS

	2022	2021
	£	£
Carrying amount of financial assets		
Financial assets measured at fair value through profit and loss	71,116	74,039

Upton House School Limited

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 August 2022

19 STATEMENT OF FUNDS

	at 1 September 2021 £	Income £	Expenditure £	Transfer Between Funds £	Gains/ (losses) £	at 31 August 2022 £
Unrestricted funds:						
General reserve	3,233,601	3,813,588	(3,679,515)	(72,443)	-	3,295,231
Designated fund/Bursaries	92,263	618	(64,055)	72,443	(3,485)	97,784
Total restricted	-	1,478	(1,478)	-	-	-
Total funds	3,325,864	3,815,684	(3,745,048)	-	(3,485)	3,393,015

	at 1 September 2020 £	Income £	Expenditure £	Transfer Between Funds £	Gains/ (losses) £	at 31 August 2021 £
Unrestricted funds:						
General reserve	3,379,376	3,193,763	(3,269,205)	(70,333)	-	3,233,601
Designated fund/Bursaries	97,822	639	(82,207)	70,333	5,676	92,263
Total restricted	-	790	(790)	-	-	-
Total funds	3,477,198	3,195,192	(3,352,202)	-	5,676	3,325,864

The Designated Bursary fund represents monies raised for the purpose of assistance with school fees for pupils of the school.

The Restricted funds represent nursery education funding which was spent on resources and training in relation to early year pupils.

Upton House School Limited

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 August 2022

20 ANALYSIS OF NET ASSETS BETWEEN FUNDS

	Unrestricted funds £	Designated funds £	Restricted funds £	2022 Total £
Tangible fixed assets	3,825,615	-	-	3,825,615
Investments	-	71,116	-	71,116
Current assets	422,423	26,668	-	449,091
Current liabilities	(779,338)	-	-	(779,338)
Long term liabilities	(173,469)	-	-	(173,469)
Total net assets	3,295,231	97,784	-	3,393,015
	Unrestricted funds £	Designated funds £	Restricted funds £	2021 Total £
Tangible fixed assets	3,827,493	-	-	3,827,493
Investments	-	74,039	-	74,039
Current assets	327,825	18,224	-	346,049
Current liabilities	(734,601)	-	-	(734,601)
Long term liabilities	(187,116)	-	-	(187,116)
Total net assets	3,233,601	92,263	-	3,325,864

21 COMMITMENTS UNDER OPERATING LEASES

at 31 August 2022, the company had outstanding commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

	2022 Equipment	2021 Equipment
Due within one year	21,057	21,830
Due between two and five years	20,785	35,052
	41,842	56,882

22 RELATED PARTIES

During the year the School made no direct payments to third parties for Trustees' training in relation to their role (2021: £125). There was a reimbursement of Trustee expenditure of nil (2021: £nil) during the year.

None (2021: one) Trustees have a total of no (2021: one) children being educated at the School.

The current Headmistress has one child being educated at the School, in receipt of staff discount.

No (2021: three) Trustees received gifts during the year for a total of £nil (2021: £495) on their retirement.

During the year the School solicited IT services from the spouse of the Headmistress as part of the strategic plan to develop the IT provision and digital curriculum to the value of £114,213 (2021: £80,902). During the year the school employed children of senior management to the value of £30,054 (2021: £30,669) a sibling of senior management to the value of £56,739 (£nil) and the spouse of a Trustee to the value of £26,345 (2021: £nil).

Upton House School Limited

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 August 2022

23 COMPANY STATUS

The Company is a registered charity and is limited by guarantee. Members' liability is limited by individual guarantees to a maximum of each in accordance with the Articles of Association.

24 CAPITAL COMMITMENTS

At 31 August 2022 the school was contracted to capital expenditure totalling £52,752 (2021: £nil).

25 NOTES TO THE CASHFLOW STATEMENT

	2022	2021
	£	£
Reconciliation of operating result to net cash inflow from operating activities		
Net movement in funds	67,151	(151,334)
Gains on investments	3,485	(5,676)
Depreciation	181,625	181,174
Bank interest received	(56)	(4)
Dividends received	(562)	(639)
Interest payable	(826)	(1,239)
Increase/(Decrease) in creditors	74,546	168,240
(Increase)/Decrease in debtors	38,427	(30,836)
(Increase)/Decrease in stocks	-	871
	<u>363,790</u>	<u>160,557</u>

Analysis of changes in net debt

	At 1 September 2021	Cash flows	Other non- cash changes	At 30 August 2022
Cash and cash equivalents				
Cash	238,546	141,469	-	380,015
	<u>238,546</u>	<u>141,469</u>	-	<u>380,015</u>
Borrowings				
Debt due within one year	-43,457	43,457	-10,648	-10,648
Debt due after one year	-46,450	-	10,648	-35,802
	<u>-89,907</u>	<u>43,457</u>	-	<u>-46,450</u>
Total	<u>148,639</u>	<u>184,926</u>	-	<u>333,565</u>