

CITY OF GLASGOW COLLEGE FOUNDATION Company Limited by Guarantee

Financial Statements
For the period from 19 December 2013 to 31 March 2015

Company No: SC466171 Charity No: SCO44620

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Company Information

Registered Office c/o Turcan Connell

Sutherland House 149 St Vincent Street

Glasgow G2 5NW

Company Registration

Number:

SC466171

Charity Registration Number: SC044620

Directors: David C Caldwell (Appointed 19/12/13, resigned 27/2/14)

Alastair Carmichael (Appointed 27/3/14)
Brian Filling (Appointed 14/2/14)

Peter B Finch (Appointed 19/12/13, resigned 18/3/14)

Roderick G Livingston
Alastair Martin
Malcolm G McCaig
Steven R Watson (Chair)
Maire C Whitehead

(Appointed 4/3/14)
(Appointed 14/2/14)
(Appointed 19/12/13)
(Appointed 14/2/14)

Secretary: Turcan Connell Company Secretaries Limited

Bankers: Bank of Scotland

1st Floor

New Uberior House 11 Earl Grey Street

Edinburgh EH3 9BN

Barclays Quay 2 Fountainbridge Edinburgh

EH3 9QC Santander UK plc

301 St Vincent Street

Glasgow G2 5NB

Solicitors: Turcan Connell

Sutherland House 149 St Vincent Street

Glasgow G2 5NW

Auditor: Scott-Moncrieff

Chartered Accountants 25 Bothwell Street

Glasgow G2 6NL

Report of the Directors

The directors present their report (incorporating the strategic report) with the audited financial statements of the Foundation for the period from 19 December 2013 to 31 March 2015. The directors agreed to bring the Foundation's financial year in line with that of the City of Glasgow College, which resulted in an initial 15-month financial period.

Principal activities and business review

The principal activity of the Foundation is to advance the charitable purposes of City of Glasgow College, including the advancement of education by making grants and providing financial support for projects and activities being carried out and supported by City of Glasgow College.

This is the first directors' report for the Foundation. The first financial period was used primarily to establish good governance structures and business support structures. The Board agreed at the outset that it would not directly employ members of staff. Instead business and professional services would be provided by a range of external advisers. Turcan Connell was appointed as the administrators for the Foundation, which includes legal services. CAPITA has been appointed to provide financial investment services and advice.

Aims, objectives and delivery

The Foundation will grant fund the following activities:

- The granting of financial support to City of Glasgow College ("the College") students who are in need
 of assistance including bursaries and course fees;
- The provision of amenities for College students including leisure facilities, sport and fitness;
- The provision of study and travel scholarships to allow College students to undertake educational visits either within the UK or abroad;
- The granting of financial support to allow the College to offer prizes and awards linked to the achievement of the College's students;
- The granting of financial support to promote equality, diversity and inclusiveness in terms of the College's students and members of staff;
- The preservation or enhancement of the College's physical environment;
- The enhancement of the College's learning environment by, for example, providing access to new technologies and/or training equipment;
- The provision of study, travel or research scholarships to allow College members of staff to develop their skills and knowledge to best support the student experience;
- The granting of financial support to allow the College to; acquire, conserve, display and exhibit works of art or crafts to create a stimulating cultural environment for the College's students and wider stakeholders.

The Foundation has an approved Grants Policy and related standard terms & conditions. A standard form is completed for each new grant application. This form captures the type of information needed by the directors to assess the suitability of the application. The Board meets formally to assess each application. It may on occasion delegate further scrutiny of an application to a Board committee.

Directors and Trustees

The directors of the charitable company ("the Foundation") are its trustees for the purpose of charity law and throughout this report are collectively referred to as the directors.

The number of directors shall not be less than five or more than seven and at least one shall be resident in Scotland.

The Board of Directors seeks to ensure that the members possess the range of interest and skills relevant to the objectives of the Foundation.

Report of the Directors (cont'd)

Foundation structure, governance and management

City of Glasgow College Foundation is a company limited by guarantee and is registered with the Office of the Scottish Charity Regulator (OSCR) under charity number SC044620.

In accordance with the Memorandum and Articles of City of Glasgow College Foundation, the Board has overall responsibility for the management of the resources of the Foundation and ensuring its financial wellbeing.

Appointment of Directors

As set out in the Articles of Association, new directors are elected at Board meetings and may serve two (four year) terms. The directors select the Chair of the Board.

The Foundation's Memorandum and Articles of Association provide a framework for the appointment of directors.

Director Induction and Training

New directors are briefed on their legal obligations under charity and company law, best practice for governance, the content of the Memorandum and Articles of Association, the committee and decision making processes, and the financial performance of the Foundation. Directors meet annually with the Chair to discuss their development and training needs.

Organisation

The full Board met on six occasions during the financial period 19 December 2013 to 31 March 2015. The Board receives regular financial reports from Turcan Connell, the Foundation's administrators.

Strategic Report

Achievements and performance

In the period under review £2,487,000 of grants were awarded. The analysis below shows the spilt of awards made in the period:

	Awards to Institutions £	Total Awards £
Ship simulator suite and working engine room New Campus Project – Project management costs	2,072,000 415,000	2,072,000 415,000
Total Awards	2,487,000	2,487,000

Ship simulator suite and working engine room

This was awarded to City of Glasgow College to be applied towards the building and provision of a ship simulation and working engine room facilities through the delivery of a state-of-the-art nautical simulator, including a full mission engine room, electronic navigation equipment and training and support services.

New Campus Project – Project management costs

Funding was provided to City of Glasgow College in respect of Project Management costs for the new campus project currently being undertaken by the College.

Additionally during the period, the Foundation provided funds to buy awards for the winner of a competition to design a corporate identity for the foundation and gift cards for student presentations.

Report of the Directors (cont'd)

Results

The trading results for the period and the Foundation's financial position at the end of the period are shown in the attached financial statements.

Financial review

The income of the Foundation arises from donations received from City of Glasgow College and bank interest. In the period ended 31 March 2015 City of Glasgow College donated £13,100,000 to City of Glasgow College Foundation and the Foundation received bank interest of £25,560 giving a total income of £13,125,560. The total resources expended amounted to £2,513,871. There were no costs associated with the generation of funds.

Reserves policy

The Foundation may hold both restricted and unrestricted reserves.

Restricted reserves are subject to conditions and limitations on the use of the funds, usually due to specific conditions imposed by the donor/grant giver or general expectations set in fundraising campaigns.

Unrestricted reserves are receipts that are unencumbered by conditions and may be utilised as the Foundation sees fit, in line with its objects and grants policy. The Foundation may choose to designate (and undesignate) portions of its unrestricted reserves for particular purposes. The Foundation has resolved to retain at least £50,000 in reserves. This sum would comfortably meet running expenses of the Foundation for a two-year period.

Funding

The directors are satisfied that the Foundation's cash reserves are adequate to fulfil its obligations.

Plans for future periods

In addition to responding to on-going grant applications from the City of Glasgow College, the Board has begun the process of developing a website. This will be used to:

- Publicise the City of Glasgow College Foundation;
- Set out the objectives of the Foundation;
- Provide brief information on the trustees and their roles;
- Provide brief information about the Foundation's professional advisors;
- Provide information on the type of projects supported by the Foundation; and
- Provide a digital source for the Foundation's official reports such as its annual report & accounts.

Once the website has been developed and demonstrated to work effectively, the Board intends to use the site as a promotional tool to raise donations from sources in addition to the City of Glasgow College.

The Foundation will continue to receive and consider grant applications and where appropriate make awards based on these applications.

Risk management

The directors have assessed the major risks to which the Foundation is exposed, in particular those related to the operations and finances of the Foundation and are satisfied that the necessary systems and processes are in place to mitigate exposure to major risks. The risks are regularly reviewed at Board meetings as part of a formal risk register to which risk scores are assigned. The principal risks are:

- Financial loss due to poor/mismanagement of the Foundation's funds;
- Loss of independence/inadvertent exercise of control of the Foundation by the City of Glasgow College:
- Reputational risks including donations from inappropriate sources;
- Unforeseen legal, tax or other governance problems;

Report of the Directors (cont'd)

Risk management (cont'd)

- Loss of donors through confusion/poor messaging;
- Overreliance on knowledge of key individuals;
- Failure to respond/fund grant requests on a timely basis;
- Fraud avoidance and/or failure to detect;
- Inability to deliver constitutional functions;
- Inappropriate dual requests/applications to potential donors; and
- Failure to monitor agreed outcomes linked to grant funded projects.

Directors' responsibilities in relation to the financial statements

The directors are responsible for preparing the Directors' Report (incorporating the Strategic Report) and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial period. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors 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 Foundation and of the surplus or deficit of the Foundation for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently
- make judgements and accounting estimates that are reasonable and prudent
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Foundation will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Foundation's transactions and disclose with reasonable accuracy at any time the financial position of the Foundation and enable them to ensure that the financial statements comply with the Companies Act 2006, the Charities and Trustee Investment (Scotland) Act 2005 and Regulation 8 of the Charities Accounts (Scotland) Regulations 2006 (as amended). They are also responsible for safeguarding the assets of the Foundation and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Report of the Directors

The Directors consider that the Annual Report is fair, balanced and understandable and provides the information necessary for users to assess the organisation's performance, business model and strategy.

Disclosure of information to the auditor

As far as the directors at the time the report is approved are aware:

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

Report of the Directors (cont'd)

Auditor

The auditor, Scott-Moncrieff, was appointed during the period and will be proposed for re-appointment in accordance with Part 15 of the Companies Act 2006.

The Directors' Report, incorporating the Strategic Report, has been approved by the Board.

On behalf of the Board

Steven Watson Director

12 May 2015

Independent Auditor's Report to the Members and Directors of City of Glasgow College Foundation

We have audited the financial statements of City of Glasgow College Foundation for the period ended 31 March 2015 which comprise the Statement of Financial Activities, the Balance Sheet, the Cash Flow Statement and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made exclusively to the members, as a body, in accordance with Chapter 3, part 16 of the Companies Act 2006 and to the charitable company's directors, as a body, in accordance with section 44 (1) (c) of the Charities and Trustee Investment (Scotland) Act 2005 and Regulation 10 of the Charities Accounts (Scotland) Regulations 2006 (as amended). Our audit work has been undertaken so that we might state to the members and the charitable company's directors 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 its members and directors as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditor

As explained more fully in the Statement of directors' responsibilities set out on page 5, 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.

We have been appointed as auditor under section 44 (1) (c) of the Charities and Trustee Investment (Scotland) Act 2005 and under the Companies Act 2006 and report in accordance with regulations made under those Acts.

Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (United Kingdom and Ireland). Those standards require us to comply with the Auditing Practices Board's (APBs) Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's web-site at www.frc.org.uk/auditscopeukprivate.cfm.

Opinion on 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 2015 and of its incoming resources and application of resources, including its income and expenditure, for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the Companies Act 2006, the Charities and Trustee Investment (Scotland) Act 2005 and Regulation 8 of the Charities Accounts (Scotland) Regulations 2006 (as amended).

Independent Auditor's Report to the Members and Directors of City of Glasgow College Foundation

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Report of the Directors (incorporating the Strategic Report) for the financial period for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 and the Charities Accounts (Scotland) Regulations 2006 (as amended) requires us to report to you if, in our opinion:

- the charitable company has not kept proper and adequate accounting records 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.

Allison Gibson, Senior Statutory Auditor
For and on behalf of Scott-Moncrieff, Statutory Auditor
Chartered Accountants
25 Bothwell Street
Glasgow
G2 6NL

12 May 2015

Statement of Financial Activities (incorporating Income and Expenditure Account) For the period from 19 December 2013 to 31 March 2015

	Note	Unrestricted funds General Designated £ £		Total 2015 £
Incoming resources		~	~	~
Incoming resources from Generated Funds Voluntary income Investment income	2	13,100,000 25,560	-	13,100,000 25,560
Total incoming resources		13,125,560	<u> </u>	13,125,560
Resources expended				
Charitable activities Governance costs	3 4	2,488,047 25,824		2,488,047 25,824
Total resources expended		2,513,871		2,513,871
Net incoming resources for the period before transfers		10,611,689	-	10,611,689
Transfers between funds		(900,000)	900,000	-
Net movement in funds		0.744.000		40.044.000
Reconciliation of funds		9,711,689	900,000	10,611,689
Total funds brought forward		-	-	-
Total funds carried forward		9,711,689	900,000	10,611,689

The Foundation was incorporated on 19 December 2013 and commenced activities during the period ended 31 March 2015.

All of the activities of the Foundation are classed as continuing.

The Foundation has no recognised gains or losses other than the results for the period as set out above.

Balance Sheet As at 31 March 2015

	Notes	2015 £
Current Assets Debtors Cash at bank	7	2,142 12,824,919
Current Liabilities (Amounts falling due within one year) Creditors	8	12,827,061 (1,988,372)
Net current assets		10,838,689
Liabilities (Amounts due in greater than one year) Creditors	9	(227,000)
Net Assets		10,611,689
Reserves Unrestricted funds Designated funds	11 12	9,711,689 900,000 10,611,689
		

The financial statements were authorised for issue by the directors on 12 May 2015 and are signed on their behalf by:

Steven Watson Director

Charity No: SCO44620 Foundation No: SC466171

Cash Flow Statement For the period from 19 December 2013 to 31 March 2015

	Notes	2015 £
Net cash inflow from operating activities	14	12,799,359
Returns on investments and servicing of finance	14	25,560
Increase in cash	14	12,824,919

Notes to the Financial Statements For the period from 19 December 2013 to 31 March 2015

1. Principal Accounting Policies

The principal accounting policies are set out below.

Basis of accounting

The financial statements have been prepared under the historical cost convention and in accordance with the Companies Act 2006 and the Statement of Recommended Practice (SORP) "Accounting and Reporting by Charities" (revised 2005).

Going concern

The financial statements have been prepared on a going concern basis. The validity of the going concern basis depends on the ability of the Foundation to operate within available funding.

The directors are satisfied that the Foundation can meet its liabilities as they fall due for the foreseeable future and on this basis consider it appropriate to prepare the financial statements on a going concern basis.

Incoming resources

All incoming resources are included in the Statement of Financial Activities when the Foundation is entitled to the income and the amount can be quantified with reasonable accuracy. The following specific policies are applied to particular categories of income:

- Voluntary income is received by way of grants, donations, legacies, and gifts and is included in the Statement of Financial Activities when receivable.
- Investment income is recognised when receivable.

Resources expended

Expenditure is recognised on an accrual basis as a liability is incurred. Expenditure includes any VAT which cannot be fully recovered and is reported as part of the expenditure to which it relates:

- Charitable expenditure comprises those costs incurred by the Foundation in the delivery of its activities and services including grants made. It includes both costs that can be allocated directly to such activities and those costs of an indirect nature necessary to support them.
- Governance costs include those costs associated with meeting the constitutional and statutory requirements of the charitable company and include the audit fees and costs linked to the strategic management of the Foundation.
- All costs are allocated between the expenditure categories of the Statement of Financial Activities on a basis designed to reflect the use of resources.

Grants

Grants awarded are recognised as liabilities in the Financial Statements when the directors approve the grant unconditionally or the conditions included in the grant falls outside the control of the Foundation. When grants are approved with a condition, the grant is disclosed by way of a note as a commitment until the condition is satisfied.

Fund accounting

Unrestricted funds are donations and other incoming resources received or generated in the furtherance of the general objectives of the Foundation.

Designated funds are unrestricted funds which have been earmarked for specific purposes by the directors.

Notes to the Financial Statements For the period from 19 December 2013 to 31 March 2015

2.	Incoming Resources from Generated Funds – Voluntary Income	2015 £
	Donations	13,100,000
		13,100,000
3.	Charitable Activities	2015 £
	Grants payable Student awards and prizes Support	2,487,000 400 647
		2,488,047
	Following the receipt of grant application forms and due consideration being gapplications by the board of directors, £2,487,000 of grants were awarded to City College in the period. £2,072,000 of the grant funding was awarded to be applied building and provision of a ship simulation and working engine room, with £415,000 be to meet project management costs for the College's new campus project.	of Glasgow towards the ing awarded
4.	Governance costs	2015 £
	Audit fees Other professional fees	4,800 21,024
		25,824
5.	Net movement in funds Net movement in funds are stated after charging/(crediting):	Total 2015 £
	Auditor's remuneration Audit fees	4,800
6.	Directors' remuneration	
	None of the directors received remuneration or were reimbursed for expenses in the period.	
7.	Debtors	2015 £
	Accrued income	2,142
		2,142
8.	Creditors: Amounts falling due within one year	2015 £
	Charitable commitments Accruals	1,979,000 9,372
		1,988,372

Total

Notes to the Financial Statements For the period from 19 December 2013 to 31 March 2015

9.	Creditors: Amounts falling due after more than one year	2015 £
	Charitable commitments	227,000
	Due 1-2 years	227,000
		227,000

10. Company limited by guarantee

The Foundation was incorporated as a company limited by guarantee and not having a share capital. In the event of the winding up of the Foundation a member is liable to contribute a sum not exceeding £1. At 31 March 2015 there were 7 members.

11.	Unrestricted Funds	£
	Incoming resources Resources expended	13,125,560 (2,513,871)
	Transfers: Designated to City of Glasgow College Campus Project	(900,000)
	At 31 March 2015	9,711,689

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12.	Designated Funds	Incoming resources £	Resources expended £	Transfers £	31 March 2015 £
	City of Glasgow College Campus				
	Project	-	-	900,000	900,000
				900,000	900,000
				<u> </u>	

During the period the directors designated £900,000 of funds in relation to the City of Glasgow College's New Campus Project. In September 2014, City of Glasgow College applied to the Foundation for grant funding in respect of contingent costs that might arise in connection with its new campus project (which the Foundation supports). The Foundation resolved that the most appropriate way to deal with this request was to set aside a designated, ringfenced fund of £900,000 to be retained on instant access deposit. The designated, ringfenced fund is subject to a streamlined grant application procedure such that the College is able to apply to the Foundation on short notice for funding it may need to meet unexpected costs in connection with the new campus project. If approved, such grants are capable of being paid on a short timescale, which may be necessary due to the nature of contingent costs that may arise.

13.	Analysis of net assets between funds	Unrestricted Funds £	Designated Funds £	Total £
	Cash at bank and in hand	11,924,919	900,000	12,824,919
	Other net liabilities	(2,213,230)	-	(2,213,230)
		9,711,689	900,000	10,611,689

14.

Notes to the Financial Statements For the period from 19 December 2013 to 31 March 2015

ne	per	lod from 19 December 2013 to 31 March 2015		2015
	Not	es to the statement of cashflows		£
	a)	Reconciliation of net incoming resources to net cash inflow from activities	om operating	
		Net incoming resources Interest receivable Increase in debtors Increase in creditors		10,611,689 (25,560) (2,142) 2,215,372
		Net cash inflow from operating activities		12,799,359
	b)	Returns on investments and servicing of finance		
		Interest receivable		25,560
		Net cash inflow from returns on investments and servicing of finance		25,560
	c)	Reconciliation of net cashflow to movement in net funds		
		Increase in cash in the period		12,824,919
		Net funds at 31 March 2015		12,824,919
	d)	Analysis of changes in net funds	Cashflows £	31 March 2015 £
		Cash in hand and at bank	12,824,919	12,824,919
			12,824,919	12,824,919