St Andrews Property Management Limited Annual Report and Financial Statements for the year ended 31 March 2018

Registered company number: 2798380

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Annual Report and Financial Statements for the year ended 31 March 2018

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Advisers for the year ended 31 March 2018

Registered office St Andrews Property Management Limited

St Andrew's Healthcare

Cliftonville Road Northampton Northamptonshire

England NN1 5DG

Independent Auditors PricewaterhouseCoopers LLP.

Chartered Accountants and Statutory Auditors

Donington Court

Pegasus Business Park

Herald Way East Midlands DE74 2UZ

Solicitors Eversheds Sutherland

1 Wood Street

London EC2V 7WS

Capsticks

1 St George's Road

Wimbledon London SW19 4DR

Bankers Barclays Bank PLC

1 Churchill Place

London E14 5HP

Directors' report for the year ended 31 March 2018

The directors present their annual report and the audited financial statements of St Andrews Property Management Limited (the "company") for the year ended 31 March 2018.

The directors have taken advantage of the exemption available to small companies under section 414B of the Companies Act 2006, and consequently no strategic report has been prepared.

Principal activities

The principal activities of the company are the design and construction of specialist buildings, and the management of residential healthcare facilities and the investment in non-mental health facilities. No significant change in the nature of the company's business activity is envisaged in the immediate future.

Results and dividends

During the year to 31 March 2018 the company made a loss of £2,632k (2017: £nil). This loss is due to costs incurred during the last 3 years while the Company has been exploring the possibility of building a new 80 bed facility in Birmingham which during the year we concluded that the returns were not sufficiently certain on the £45m total expected / forecast investment and have therefore concluded that the costs associated with architects plans and models have no future value to the company. The directors do not recommend the payment of a dividend (2017: £nil).

Charitable and political donations

The company made a donation in the year of £2,500k (2017: £1,485k) to the charitable parent company. The company made no further charitable donations or political during the current or prior year.

Principal risks and uncertainties

The company's only customer is within the St Andrew's Healthcare Group and therefore the directors deem the principal risks and uncertainties of the company to be those of their customer, of which market risk and investment and funding risks are the most relevant to the company's activities. As the majority of the directors also serve as directors of the companies within the Group the risks of St Andrews Property Management Limited are not managed separately.

Financial risks

The company does not anticipate any potential financial risk within the foreseeable future as a result of parent company support. Consideration of financial risk management policy for the St Andrew's Healthcare Group, of which the company is part, has been disclosed in the financial statements of St Andrew's Healthcare as detailed in note 17.

Qualifying third-party indemnity provisions

The Trustee Directors have the benefit of an indemnity which is a qualifying third party indemnity provision as defined by Section 234 of the Companies Act 2006. The indemnity was in force throughout the last financial year and is currently in force. The Company also purchased and maintained throughout the financial year Directors' and Officers' liability insurance in respect of itself and its Trustee Directors.

Post balance sheet events

There are no post balance sheet events

Directors' report for the year ended 31 March 2018 (continued)

Directors

The directors during the year and up to the date of signing of the financial statements are listed below:

Mr M Beer

Chairman

Mr G Baldwin

(Resigned 1 January 2018)

Ms C Carless

(Appointed 1 January 2018)

Company Secretary

The company secretary during the year and up to the date of signing of the financial statements is listed below:

Ms C Carless

Statement of directors' responsibilities

The directors are responsible for preparing the directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared 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 company and of the profit or loss of the company 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;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Statement of disclosure of information to auditors

In accordance with Section 418 of the Companies Act 2006, in the case of each director in office at the date the directors' report is approved, the directors confirm that:

- (a) so far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware; and
- (b) they have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

On behalf of the Board

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Martin Beer

Director

27th July 2018

Independent auditors' report to the members of St Andrews Property Management Limited

Report on the audit of the financial statements

Opinion

In our opinion. St Andrews Property Management Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2018 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" Section 1A, and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and financial statements (the "Annual Report"), which comprise: the balance sheet as at 31 March 2018; the statement of income and retained earnings for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which ISAs (UK) require us to report to you when:

- . the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt
 about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from
 the date when the financial statements are authorised for issue.

However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.

Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Directors' Report for the year ended 31 March 2018 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In in light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Directors' Report.

Independent auditors' report to the members of St Andrews Property Management Limited (Continued)

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Statement of Directors' Responsibilities set out on page 3, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they 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 directors are responsible for assessing the 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 directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditors' responsibilities for the audit of the financial statements

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

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

Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Other required reporting

Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

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

We have no exceptions to report arising from this responsibility.

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Entitlement to exemptions

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to: prepare financial statements in accordance with the small companies regime; and take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.

Gillian Hinks (Senior Statutory Auditor) for and on behalf of PricewaterhouseCoopers LLP Chartered Accountants and Statutory Auditors East Midlands

August 2018

Statement of Income and Retained Earnings for the year ended 31 March 2018

	Note	2018 £'000	2017 £'000
Turnover	4	835	9,989
Cost of sales		(750)	(9,013)
Gross profit		85	976
Administrative expenses		(83)	(76)
Operating profit		2	900
Income from shares in group undertaking	18	1,906	1,924
Donations to charitable parent company		(2,500)	(1,485)
Other interest receivable and similar income	7	-	1
Interest payable and similar expenses	8	-	(90)
Impairment of investment		-	(1,250)
Work in progress written off	12	(2,040)	-
Result before taxation	5	(2,632)	•
Tax on result	9	-	-
Result for the financial year		(2,632)	
Total equity brought forward		4,174	4,174
Total equity carried forward		1,542	4,174

The company has no recognised gains and losses other than those included in the result above, and therefore no separate statement of comprehensive income has been presented.

Balance Sheet as at 31 March 2018

	Note	2018 £'000	2017 £'000
Fixed assets			
Tangible assets	10	1,320	1,321
Investments	11	<u>250</u>	250_
		1,570	1,571
Current assets			
Stocks	12	-	2,022
Debtors	13	1,720	2,036
Cash at bank and in hand		20	144
		1,740	4,202
Creditors: amounts falling due within one year	14	(1,768)	(1,599)
Net current (liabillites) / assets		(28)	2,603
Total asset less current liabilities		1,542	4,174
Creditors: amounts falling due after more than one year		-	-
Net assets		1,542	4,174
Capital and reserves			
Called-up share capital	15	-	_
Retained earnings	16	1,542	4,174
Total equity		1,542	4,174

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime and in accordance with the provisions of FRS 102 Section 1A - small entities.

The notes on pages 8 to 13 are an integral part of these financial statements.

The financial statements on pages 6 to 13 were approved by the Board of Directors on 27 July 2018 and were signed on its behalf by:

Martin Beer Director

Member of the Board of Directors of St Andrew's Property Management Limited

Company number: 2798380

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Notes to the financial statements for the year ended 31 March 2018

1 General Information

St Andrews Property Management Limited ("the company") is a private company limited by shares and is incorporated in England. The address of its registered office is Cliftonville Road, Northampton, Northamptonshire NN1 5DG.

2 Principal accounting policies

The principal accounting polices applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated, in dealing with items considered material in relation to the company's financial statements. The company has adopted FRS 102 in these financial statements.

Basis of preparation

These financial statements are prepared on a going concern basis, under the historical cost convention and in accordance with section 1A of the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102) and the Companies Act 2006.

Financial reporting standard 102 - reduced disclosure exemptions

The company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by the FRS 102:

- the requirements of Section 7 Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d);
- the requirements of Section 11 Basic Financial Instruments paragraphs 11.41(b), 11.41(c), 11.41(e), 11.41(f), 11.42, 11.44, 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b) and 11.48(c);

This information is included in the consolidated financial statements of St Andrew's Healthcare as at 31 March 2018 and are available from that company (see note 17).

Consolidated financial statements

The company is a wholly owned subsidiary of St Andrew's Healthcare. It is included in the consolidated financial statements of St Andrew's Healthcare which are publicly available. Therefore the company is exempt by virtue of section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements.

These financial statements are the company's financial statements.

Income

Income is measured as the fair value of the consideration received or receivable, excluding discounts, rebates and value added tax.

Turnover relates to the recharge of construction costs and the management of residential healthcare and sports club facilities. Turnover is recognised at a point when costs are recharged.

Rental income is recognised on a monthly basis over the life of the lease.

Investment income in relation to dividends, profit share and interest is recognised when receivable.

Expenditure

Expenditure is accounted for on an accruals basis and is classified under headings that aggregate costs related to that activity, excluding value added tax. Liabilities are recognised when an obligation exists, it is probable that settlement will be required and the amount can be measured or estimated reliably.

Notes to the financial statements for the year ended 31 March 2018 (continued)

2 Principal accounting policies (continued)

Tangible assets and depreciation

Tangible fixed assets are stated at historic purchase cost, less accumulated depreciation and any provision for impairment. Cost includes the original purchase price of the asset and the costs attributable to bringing the asset to its working condition for its intended use. Only asset additions in excess of £5,000 per item or group of items are capitalised.

Depreciation is charged on additions from the month after acquisition or completion (for those assets under construction), with the exception of land which is not depreciated. Depreciation is calculated to write down the cost of assets to their residual values over their useful economic life. Any assets disposed of during the year include depreciation up to and including the month of disposal.

The rates used are:

Buildings 2%

The assets residual values and useful lives are reviewed and adjusted, if appropriate, at the end of each reporting period. The effect of any change is accounted for prospectively.

Fixed asset investments

Investments in group undertakings and in participating interests are recorded in the balance sheet at cost.

Stocks and work in progress

Stocks and work in progress are stated at the lower of cost and net realisable value. Cost is determined on a first in first out basis. Work in progress represents the cost of preliminary works on future projects.

At each balance sheet date, stocks are assessed for impairment. If stock is impaired the carrying amount is reduced to its selling price less costs to complete and sell. The impairment loss is recognised immediately in the statement of income.

Cash and cash equivalents

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

Financial instruments

The company only has financial assets and liabilities of the kind that qualify as basic financial instruments.

- i. Basic financial assets are recognised at cost (being transaction price) and subsequently measured at fair value. For trade and other receivables, cash and bank balances, their settlement value (net of any discount offered or provision for doubtful debt) is used to determine fair value.
- ii. Basic financial liabilities, including trade and other payables and bank loans, are initially recognised at transaction price. These are subsequently measured at fair value, which is determined by their settlement value.

Notes to the financial statements for the year ended 31 March 2018 (continued)

2 Principal accounting policies (continued)

Taxation

Corporation tax payable is provided on taxable profits at the current rate.

No provision has been made for deferred tax on the grounds that the company transfers its taxable profits by donation to St Andrew's Healthcare and therefore no deferred tax asset or liability will be realised in the company.

3 Key Accounting estimates and judgements

In the application of the Company's accounting policies, which are described in note 2, management is required to make judgements, estimates and assumptions about the carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and underlying 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 ongoing 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.

Depreciation

When calculating depreciation, residual value of all fixed assets (with the exception of land) is assumed to be zero. This is reviewed and adjusted annually if appropriate.

4 Turnover

Turnover consists entirely of income generated in the United Kingdom.

Analysis of turnover by category is set out below:

		2018 £'000	2017 £'000
	Management of facilities	-	36
	Recharge of construction costs	825	9,903
	Rental income	10	50
		835	9,989
5	Result before taxation		
	Result before taxation is stated after charging:		
		2018 £'000	2017 £'000
	Depreciation on owned assets	1	20
	Services provided by the company's auditors:		
	Fees for the statutory audit of the company's annual financial statements	8	8
	Taxation compliance services	3	3
	·	11	11

The cost of the audit of these financial statements has been borne by the parent company and not recharged.

Notes to the financial statements for the year ended 31 March 2018 (continued)

6 Staff costs and emoluments

The directors received no emoluments for their services to the company during the year ended 31 March 2018 (2017: £nil). There were no employees other than the directors for the year ended 31 March 2018 (2017: none).

7 Other interest receivable and similar income

·		2018 £'000	2017 £'000
	Bank interest receivable		1
8	Interest payable and similar expenses	2018 £'000	2017 £'000
	Interest on loans from parent company	- _	(90)

9 Tax on result

There is no current tax charge for the year ended 31 March 2018 (2017: £nil).

The tax assessed for the year is the higher (2017: same) as the standard rate of corporation tax in the UK due to fact that the company is loss making and as such no tax is outstanding.

As explained in the accounting policies notes, no provision has been made for deferred tax. This is on the basis that the company intends to make regular charitable donations to St Andrew's Healthcare to the extent any taxable profits exist in the year. Therefore the company does not expect to pay any significant corporation tax.

10 Tangible assets

	Freehold land & buildings £'000
Cost	4 427
At 1 April 2017 and 31 March 2018	1,437
Accumulated depreciation	
At 1 April 2017	116
Charge for the year	117
At 31 March 2018	117_
Net book value at 31 March 2018	1,320
Net book value at 31 March 2017	1,321

Notes to the financial statements for the year ended 31 March 2018 (continued)

11 Investments

	£'000
Cost	
At 1 April 2017	250
Impairment	-
Additions	
As at 31 March 2018	250

The company has the following subsidiaries:

Name	% of ownership of ordinary shares	Country of incorporation	Principal activity
Three Shires Hospital LLP	50% direct ownership	England and Wales	Acute medical surgical hospital
3SH Limited	50% direct ownership	England and Wales	Not trading
The Pavilion Clinic	24.5% indirect ownership	England and Wales	Medical diagnostic services

The directors believe that the carrying value of the investment is supported by the underlying net assets of the partnership to which it relates.

The registered address of all investments is BMI Healthcare House, 3 Parise Garden, Southwark, London, SE1 8ND.

12 Stocks

	2018 £'000	2017 £'000
Work in progress		2,022

Contractual commitments in relation to the acquisition of work in progress are £nil at year end (2017: £71k)

During the year costs totalling £2,040k incurred during the last 3 years while the Company has been exploring the possibility of building a new 80 bed facility in Birmingham were written off as we concluded that the returns were not sufficiently certain on the £45m total expected / forecast investment and have therefore concluded that thecosts associated with architects plans and models have no future value to the company.

13 Debtors

	2018	2017
	£'000	£'000
Other debtors		101
Amounts owed by parent undertakings	1,138	1,929
Prepayments and accrued income	582_	6_
	1,720	2,036

Notes to the financial statements for the year ended 31 March 2018 (continued)

14 Creditors: amounts falling due within one year

	2018	2017
·	£'000	£'000
Trade creditors	-	203
Amounts owed to group undertakings	645	826
Accruals and deferred income	1,122	570
Other creditors	1_	
	1,768	1,599

Amounts owed to group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand.

15 Called-up share capital

	2018	2017
	£	£
Allotted and fully paid		
2 (2017: 2) ordinary shares of £1 each	2_	2

16 Reserves

Retained earnings reserve includes all current and year period profits and losses.

17 Ultimate parent undertaking and controlling party

The directors regard St Andrew's Healthcare as the immediate and ultimate parent undertaking and controlling party. St Andrew's Healthcare is the smallest and largest entity to prepare consolidated financial statements. Copies of the parent's consolidated financial statements may be obtained from the company secretary, St Andrew's Healthcare, Cliftonville Road, Northampton, Northamptonshire, England, NN1 5DG which is the parent company's principal place of business.

18 Related party transactions

As the company is a wholly owned subsidiary of St Andrew's Healthcare, the company has taken advantage of the exemption contained in FRS 102 and has therefore not disclosed transactions or balances with that entity.

Trading with Three Shires Hospital LLP during the year was as follows:

	2018 £'000	2017 £'000
Distribution of profits from Three Shires Hospital LLP Creditor Creditor	1,906 <u>645</u>	826
Trading with 3SH Limited during the year was as follows:		
	2018 £'000	2017 £'000
Dividend income from 3SH Limited		1,924_