

# **Northern Gas Networks Operations Limited**

Annual Report and accounts  
for the year ended 31 March 2022

Registered number: 03528783

WEDNESDAY



\*ABDØFØUØ\*

A07

21/09/2022

#144

COMPANIES HOUSE

## Strategic report

For the year ended 31 March 2022

The directors present their Annual Report on the affairs of the company, together with the accounts and auditor's report, for the year ended 31 March 2022.

The accounts are presented under Financial Reporting Standard 102 (FRS102) issued by the Financial Reporting Council.

### **Review of the business**

The company's purpose is to operate and maintain the North of England gas distribution network on behalf of its parent Northern Gas Networks Limited (NGN), so that the Northern Gas Networks group provide safe and secure gas supplies to the people and the businesses within the distribution network. NGN hold all licence obligations with Ofgem and the Health and Safety Executive (HSE) and own the network assets. The company is the operational entity with the cost of all work recharged to NGN. The company employs all employees of the NGN group. The company's vision of success is to be consistently viewed by the regulators, Ofgem and the Health and Safety Executive ("HSE") as being market leading in safety management, efficiency and customer service, which in turn will generate value to the shareholders of the company.

### **Financial and operational review**

Operating profit for the year was £100,000 (2021 - £100,000) as all costs plus a margin are recharged to NGN. The balance sheet at 31 March 2022 shows net assets of £0.8m (2021 - £0.7m).

### *Key performance indicators (KPIs)*

The company is managed as part of the overall group with costs recharged to NGN. For this reason, the company's directors believe that specific key performance indicators for the company are not necessary or appropriate for an understanding of the development, performance or position of the business. The performance of the group, including the company and the groups commitment to sustainability, is discussed in the Northern Gas Networks Holdings Limited (NGNH) Annual Report.

### *Environment*

The company recognises the importance of its environmental responsibilities and undertakes its operations in an environmentally sensitive manner, complying with all relevant legislative requirements and higher standards where possible. The company's environmental management systems are certified under ISO 14001. This helps the directors to deal proactively with future environmental issues and legislation and assist in the development of environmentally beneficial projects. The company is committed to the protection of the environment in the region it serves, for example, less than 7% of excavated spoil is taken to landfill, and the laying of over 500km of repex plastic pipe will help reduce carbon emissions. Further details of how the NGN group recognise the importance of environmental responsibility can be found with the accounts of NGNH.

## Strategic report (continued)

### Principal risks and uncertainties

The company's principal risks and uncertainties are set out below, mirroring those of NGN.

#### *Regulatory environment, revenue and costs*

The gas industry is subject to extensive legal and regulatory obligations and controls with which the company must comply. The application and possible changes of these laws, regulations and regulatory standards could have an adverse effect on the operations and financial position of the company or, in the case of misreporting, a potential fine.

#### *Mitigation*

The company engages with the regulatory authority extensively at all levels of seniority, to understand future plans within the industry and potential impacts on the business. The company has in place an extensive set of policies and procedures to ensure compliance with legal and regulatory obligations. From 1 April 2021 a new 5 year price control period commenced (referred to as RIIO-GD2). All legal and regulatory obligations required during RIIO-GD2 are fully understood.

#### *Health and safety*

There is a risk that an incident within the network leads to injury to an employee, contractor or a member of the general public. Any such incident could have an adverse effect primarily for individuals concerned, but also on the reputation of the group, or lead to potential prosecution or reduced productivity.

#### *Mitigation*

Health and Safety is the number one priority. The business has an Environment Health & Safety team that ensure compliance with the groups management safety system and monitor it on a monthly basis with key KPIs. In February of 2022 legal proceeding concluded regarding a HSE investigation into the NGN group (Northern Gas Networks Limited held accountable), in relation to a gas explosion in Mirfield, which occurred in 2019 leading to the tragic death of a member of the general public. While it was acknowledged that the policies and procedures of the group were good, the severity of the outcome meant that a fine of £5.0m was paid by the group.

#### *Network performance (including cyber risk)*

If the network assets were to fail it could result in a loss in supply of gas to customers and associated adverse publicity and an unexpected increase in costs. The biggest cyber risk to NGN is the loss of control over the network.

#### *Mitigation*

The company have a set of policies and procedures to adhere to, to ensure the integrity of the network and ensure that the people who work on the network are qualified and competent. The company has comprehensive IT infrastructure governance which covers cyber risk. The company has invested heavily in this area over the past 24 months, and is on high alert due to the ongoing European disruption.

## Strategic report (continued)

### Principal risks and uncertainties (continued)

#### *Employees*

The success of the company depends to a significant extent on the contribution of its employees and the employees of operational contractors. Fair and effective recruitment, training and employee development are critical to the successful functioning and progression of the business.

#### *Mitigation*

Appropriate succession planning strategies mean that development of existing staff is crucial. The company, as an equal opportunities employer, ensures that no job applicant receives less favourable treatment because of his or her age, colour, disability, ethnic or national origin, gender, marital status or sexuality or is disadvantaged by conditions or requirements which are irrelevant to performance and the company's needs. The company has published its gender pay gap analysis which can be found at: <https://www.northerngasnetworks.co.uk>. The company complies with all UK human rights laws and has processes and procedures to assess risk in this area, including an employee grievance procedure. The company also has a fraud policy statement which protects employees from bribery and corruption. No issues have been reported in the year.

#### **Financial risk management objectives and policies**

The company's financial instruments comprise group debtors, cash and various items such as trade debtors and trade creditors that arise directly from its operations. There are no uncontrolled key risks associated with these financial instruments as their main purpose is to finance the company's operations. The company does not hold or issue any derivative financial instruments for speculative purposes.

#### *Liquidity Risk*

The company is funded through debt raised by the group. The maturities of all debt and committed debt facilities other than amortising loans, are managed such that at any one time all have a time to maturity of more than one year and that at least 50% by value have a time to maturity of more than five years. Debt and facility maturities are staggered to avoid excessive concentrations in any twelve month period as well as the period around regulatory reset dates where possible.

#### *Inflation Risk*

Inflation does not cause the company or the NGN group a significant risk, because a key variable in the regulated revenue mechanism of the group is inflation (as inflation grows so does revenue). As a transporter of gas, it is important to note that NGN do not own the gas and so the risks to the company with regard to energy prices is no different to that of most businesses. The group's biggest 'energy expenditure' relates to the cost of replacing gas which escapes from NGN's network. This cost is funded through regulated revenue.

#### **COVID-19**

The Board continue to assess the impact of COVID-19 on the company. The safety of and employees is of paramount importance, and as a result, non-essential operations stopped from 24 March 2020 following the announcement from

## Strategic report (continued)

### Principal risks and uncertainties (continued)

the UK Government that the UK should be on 'lock down'. This was gradually eased across the summer of 2020 with all work streams being in operation in some capacity by June of 2020. During subsequent 'lock down' periods all operations continued, following a comprehensive risk assessment, the development of new procedures, and geographical planning in a manner which reduced customer interaction.

Covid has had an ongoing impact on how NGN operates as a business, with additional PPE and reduced travel being the new norm. Regarding back office staff, the group continues to assess the impact of home working compared to office working and over the course of 2022 will develop a suitable policy to best meet the needs of the business and employees.

Due to the nature of the business, the revenue of the group has not been impacted (note any movement in revenue is due to the year on year fluctuation in revenue allowances). The Board has reviewed financial forecasts which factor in the implications of COVID-19, and do not consider the impact to either influence going concern, or result in any need for asset impairment.

### Brexit / European disruption (war in Ukraine)

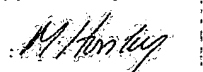
The company continues to consider the potential impact of Brexit on its business. The company took a comprehensive review of all trade agreements to ensure compliance with the EU-UK Trade and Cooperation Agreement, and to ensure that no continuity issues result with regard to essential supplies. Based on the assessment and due to the ongoing European disruption, the principal risk continues to be that there could be a sustained period when the import of certain raw materials could be challenging, which could curtail planned work if inventory levels were depleted. In mitigation, stock levels of critical spares have been elevated since 2020. These products are not perishable and as such the financial risk of holding additional stock is minimal.

Further risks of the NGN group, including those related to climate change, can be found within the accounts of NGNH.

### Statement of corporate governance arrangements

The Directors present a corporate governance statement (see page 10) under the guidance of Accounting Regulations Section 7:26 of the Companies Act 2006. As far as the Directors are aware all legal requirements under section 172 of the Companies Act have been complied with during the period and up to the date of signing the accounts. Within the corporate governance statement reference is made as to how the Directors engage with the employees of the company and how they have regard to employee interests, and the effect of that regard, including on the principal decisions taken by the company during the financial year. The statement also details how the Directors have maintained relationships with key suppliers and customers.

Approved by the Board and signed on its behalf by



M J Horsley, Director

16 September 2022

4 NORTHERN GAS NETWORKS OPERATIONS LIMITED

## Directors' report

For the year ended 31 March 2022

The directors present their Annual Report on the affairs of the company, together with the accounts and auditor's report for the year ended 31 March 2022. The following have been disclosed in the strategic report and are included in this report by way of cross reference here: principal activities, business review including KPI's, principal risks and uncertainties, and financial risk management objectives and policies.

### Directors

The directors, who served throughout the year and subsequently except as noted, were as follows:

S D Beer

L S Chan

M J Horsley (Chief Executive Officer)

A J Hunter (Chairman)

H L Kam

D N Macrae

N D McGee

C C Tsai

C T Wan

### The Board of Directors

The daily operations of the business are managed by a Senior Management Team ("SMT") and the Chief Executive Officer ("CEO"). All significant decisions are referred to the NGN Networks Limited Board of Directors.

The Northern Gas Networks Operations Limited Board of Directors ("the Board") meets at least once a year. The number of Board meetings held during the year and attendees (including alternates) at the Board meetings are detailed below:

Year ended 31 March 2022		Year ended 31 March 2021	
Date	Attendees	Date	Attendees
16 June 2021	9 out of 9	20 July 2020	8 out of 9

The effectiveness of systems and internal controls are reviewed on an ongoing basis by the SMT. The Board is ultimately responsible for the system of internal controls and for the review of their overall effectiveness.

### Directors indemnities

The Company has made qualifying third party indemnity provisions for the benefit of its directors. This was in place during the year and remains in force at the date of this report.

## Directors report (continued)

### Dividends

The directors do not recommend payment of a dividend during year current year, during the prior year, and during the period up to the date of the signing of the accounts.

### Future developments and events after the balance sheet date

As mentioned within the Strategic report the company continues to monitor the impact of COVID-19, Brexit and European disruptions (war in Ukraine), to consider the potential impacts on its business. As at the date of the signing of these accounts, no further disclosures are deemed necessary.

### Going Concern

The accounts have been prepared on a going concern basis. The company's business activities, performance and position, together with its principal risks and uncertainties likely to affect its future development and performance are set out in the strategic report and above. This includes the implication of Brexit, European disruption (war in Ukraine), inflation and COVID-19.

The directors have made enquiries and reviewed the forecasts, noting that all company costs are recharged to Northern Gas Networks Limited which has secured regulatory revenue under RIIO-GD2 until March 2026, and in light of the facilities available, have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. A letter of support from Northern Gas Networks Limited has been received by the directors. Accordingly, they continue to adopt the going concern basis in preparing the Annual Report and accounts.

### Disabled employees / employee engagement

Applications for employment by disabled persons are always fully considered, bearing in mind the aptitudes of the applicant concerned. In the event of employees becoming disabled every effort is made to ensure that their employment with the company continues and that appropriate training is arranged. It is the policy of the company that the training, career development and promotion of disabled persons should, as far as possible, be identical with that of all other employees. Details of employee engagement can be found within the corporate governance statement.

### Energy and carbon

The company recognises the importance of its environmental responsibilities and undertakes its operations in an environmentally sensitive manner, complying with all relevant legislative requirements and higher standards where possible. The company's environmental management systems are certified under ISO 14001. The company is committed to reducing its carbon emissions under Regulatory Instructions and Guidance (RIGS). Between 2021 and 2026 the aim of the group is to reduce Scope 1 and Scope 2 emissions by 47%, and key Scope 3 emissions by 11%. Carbon reporting is in accordance with Ofgem guidance, plus enhanced Scope 3 reporting. Details of what has been included within each reported scope is listed in the table below. Unreported emissions, which would form part of Scope 3, are deemed insignificant. The emissions reduction program is managed by the Regulation Director within the group, supported by the senior management team and Board as needed.

## Directors report (continued)

### Energy and carbon (continued)

Reported emissions of the group follow 'Greenhouse Gas Emissions Reporting Guidance (June 2013)' as provided by the Department for Environment, Food and Rural Affairs (Defra). The conversion factors used for emission disclosures are as published by the UK Government (Department for Business, Energy and Industrial Strategy). The NGN Shrinkage and Leakage Model is used to generate the leakage assessment in accordance with Ofgem guidance. The model comprises of four main leakage components; leakage from Low Pressure systems, Medium Pressure systems, Above Ground Installations and Interference Damage. Each of these components has a number of internal inputs and assumptions. In addition to leakage, own use gas and theft of gas are calculated to make up the overall shrinkage calculation. These elements are fixed calculations being a percentage of throughput. Reported data has not been externally verified, due to robust internal processes.

Business Carbon Footprint		Performance	
		2022	2021
Scope 1: gas shrinkage	tonnes of CO <sub>2</sub> e	363,345	365,881
Scope 1: natural gas consumption	tonnes of CO <sub>2</sub> e	317	230
Scope 1: commercial vehicles, company cars and grey fleet	tonnes of CO <sub>2</sub> e	4,466	4,287
Scope 2: electricity consumption (location based)	tonnes of CO <sub>2</sub> e	952	1,019
Scope 2: electricity consumption (market based)	tonnes of CO <sub>2</sub> e	2	122
Scope 3*: indirect emissions – purchased goods and services, capital goods, fuel and energy activity, upstream transport and distribution, operational waste and business travel	tonnes of CO <sub>2</sub> e	22,406	15,150
Total Scope 1 and 2 (location based)	tonnes of CO <sub>2</sub> e	369,081	371,418
Total Scope 1, 2 (location based) and 3	tonnes of CO <sub>2</sub> e	391,487	386,568
Carbon offsets	tonnes of CO <sub>2</sub> e	-	-
Total annual net emissions	tonnes of CO <sub>2</sub> e	391,487	386,568
Total Scope 1 and 2 (location based)	emissions (tCO <sub>2</sub> e) per £m turnover	876.04	845.48
Total Scope 1 and 2 (location based)	emissions (tCO <sub>2</sub> e) per GWh of gas throughput	5.50	5.26
Total Scope 1, 2 (location based) and 3 emissions (tCO <sub>2</sub> e) per £m turnover	emissions (tCO <sub>2</sub> e) per £m turnover	929.22	879.96
Total Scope 1, 2 (location based) and 3	emissions (tCO <sub>2</sub> e) per GWh of gas throughput	5.83	5.48
Scope 1 & 2	energy consumption (kWh)	339,304,392	343,138,962

\* Expanded scope of reporting in 2022 compared to 2021 driving increase in emissions.

The above figures have been prepared in accordance with guidance provided in Environmental Reporting Guidelines: Including streamlined energy and carbon reporting guidance; HM Government; March 2019. All carbon and energy figures are based on actual data and are verified through our regulatory reporting process which requires robust, repeatable procedures to ensure accuracy and consistency year-on-year. Any data provided is signed off and checked by an independent party. Actual data is received in a number of formats including downloads from information systems, invoices and data from 3rd party providers showing transaction details (such as fuel card transactions). Each data source is filed and saved in a secure folder, with limited access. The data is then manipulated and converted in to tCO<sub>2</sub>e or kWh using published DEFRA conversion factors for the relevant year.



## Directors' report (continued)

### Energy and carbon (continued)

Where market-based factors are stated these are based on REGO backed green energy tariff certification as stated in the contract between NGN and our energy suppliers, or information provided by landlords at leased properties where NGN are not in control of the electricity supply. Total annual net emissions figure uses location based methodology. Intensity metrics have been discussed via the Energy Networks Association (ENA).

As shown in the table, shrinkage remains the key element of emissions and energy consumption which is being reduced through efficient gas pressure management, treatment of the gas with a chemical to swell pipe joints to minimise leakage, swift gas escape management and gas mains replacement. Other activity to reduce emissions and energy consumption include vehicle fleet upgrading (company cars and commercial vehicles), utilising zero carbon electricity at all of our premises, vehicle route planning, driver efficiency tracking, use of carbon efficient technology in depot and office refurbishments, increased use of teleconferencing and a contractor carbon awareness program. Increases in natural gas consumption in premises and vehicles emissions were recorded during 2022 compared to 2021 as a result of the return to more typical working practices following COVID-19. Reported Scope 3 emissions have increased in 2022 compared to 2021 as a result of the inclusion of a wider range of emissions sources. Emissions per £m turnover increased in 2022 by c.5% compared to 2021 in part due to a 4% reduction in business turnover between these periods.

### Supplier payment policy

The company's policy is to establish terms of payment with suppliers when agreeing the initial contract terms, and then to ensure that suppliers are made aware of the terms of payment and to abide by the terms of payment.

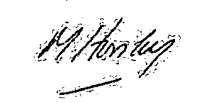
### Auditor

Each of the persons who is a director at the date of approval of this report confirms that:

- so far as the director is aware, there is no relevant audit information of which the company's auditor is unaware; and
- the director has taken all the steps that he/she ought to have taken as a director to make himself/herself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of section 418 of the Companies Act 2006. The directors will place a resolution before the annual general meeting to reappoint Deloitte LLP as auditor for the ensuing year.

Authorise for issue by the Board



M J Horsley, Director, 16 September 2022

1100 Century Way, Thorpe Park Business Park, Colton, Leeds, LS15 8TU, United Kingdom

## Directors' responsibilities statement

The directors are responsible for preparing the Annual 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 elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland". 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 judgments 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; and
- 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.

## Corporate governance statement

For the year ended 31 March 2022

### Scope of statement

The company is not a listed entity, but as a large private company is required to prepare a corporate governance statement under Accounting Regulations Section 7:26 of the Companies Act 2006. This statement has been prepared using most of the 'Wates Principles' to provide a clear message on the business model, future strategies and core values and of NGN. It describes how the directors have had regard to the matters set out in section 172(1)(a) to (f) of Companies Act, as listed below:

- the likely consequences of any decision in the long term (approving the strategic direction and values);
- the interests of the company's employees;
- the desirability of the company maintaining a reputation for high standards of business conduct;
- the need to foster the company's business relationships with suppliers, customers and others;
- the impact of the company's operations on the community and the environment; and
- the need to act fairly as between members of the company.

The company is committed to pursuing leading governance practices as appropriate.

### Overview of the Board

The Board is comprised of nine directors as at 31 March 2022, who are appointed by the shareholders. All are independent of the day to day management of the company with the exception of the CEO who is a Board member and leads the company senior management team (SMT) who in turn manage the company. The Board are presented with information by the CEO and SMT to enable them to influence all the key business decisions of NGN. This arrangement ensures the shareholders are involved in making all the key business decisions through their appointed directors.

### Board Members

The Board members who held office during the year are listed within the Directors' report.

The position of the Chairman of the Board is held by A Hunter. The position of Chief Executive Officer (CEO) is held by M J Horsley. These positions are separate with a view to maintaining an effective segregation of duties between management of the Board and the day to day management of the business.

## Corporate governance statement (continued)

### Overview of the Board (continued)

#### Board Meetings

The Board hold at least one scheduled meeting throughout the year. Comprehensive papers are presented to the Board both for information and approval which facilitate debate on the performance and future direction of the company. The number of Board meetings held during the year and attendees, including alternates, at the Board meetings is detailed in the Directors report.

#### Evaluation of the Board

Evaluation of the performance of the Board is conducted by virtue of their appointments being made and monitored by the shareholders. The performance of the CEO is assessed by the Board on an annual basis under the remit of the remuneration committee. The performance of each SMT member is assessed annually by the CEO as part of NGN's performance management process.

### Overview of the committees

The Board does not have any committees but its parent company does (NGN), and the Board members of the company are also Board members of NGN. NGN has six committees, as listed below, to assist in the execution of its duties and to allow a detailed consideration of complex issues.

All Board members are entitled to attend all committees under the terms of reference, with the minimum requirement being a quorum of at least two members from different shareholders. The attendance of the committees is also largely the same as for the Board. The audit and treasury committees are chaired by L S Chan, the risk management and compliance committees are chaired by C Tsai and the remuneration and nominations committee are chaired by A Hunter.

Attendance including alternates of committees in the year is shown below:

Date of Committee	Audit Committee	Compliance Committee	Risk Management Committee	Treasury Committee	Remuneration Committee	Nominations Committee
<b>2021</b>						
Jun 20	6 out of 6	7 out of 7	7 out of 7	7 out of 7	n/a	n/a
Sep 20	6 out of 6	7 out of 7	7 out of 7	7 out of 7	n/a	n/a
Jan 21	6 out of 6	7 out of 7	7 out of 7	7 out of 7	5 out of 7	n/a
<b>2022</b>						
Jun 21	6 out of 6	7 out of 7	7 out of 7	7 out of 7	n/a	n/a
Sep 21	6 out of 6	7 out of 7	7 out of 7	7 out of 7	n/a	n/a
Jan 22	6 out of 6	7 out of 7	7 out of 7	7 out of 7	7 out of 7	n/a

## Corporate governance statement (continued)

### Overview of the committees (continued)

#### Audit committee

The audit committee assists the Board with its responsibilities for financial reporting, maintaining an efficient system of internal control and internal and external audit processes. In addition, the committee provides an avenue for communication between internal audit, the external auditors and the Board. The activities of the committee are reported to and considered by the Board. The committee also reviews auditor independence where non-audit services are provided and the auditors confirm their independence as part of their reporting to the audit committee.

#### Compliance committee

The compliance committee assists the Board with its responsibilities to oversee compliance with obligations determined by statute, legislation, regulation (including licence obligations), contract or agreement. This committee considers, inter alia, reports on the application of the regulatory compliance process which covers licence and network code obligations.

#### Risk management committee

The risk management committee is responsible for reviewing the risk profile of the business and oversight of risk management processes. The committee provides the Board with regular reports of activities and findings. The business has a formal risk management policy. In addition, an integrated risk management framework is in place that includes a regular review of the business risk exposures. At each meeting of the risk management committee, the high level risk register is considered including any movement in the assessment of risk or changes in measurement or relative position to each other.

#### Treasury committee

The treasury committee assists the Board in fulfilling its oversight responsibilities with respect to compliance with its treasury policy, strategy and procedure development. The committee recommends any changes or amendments as appropriate. It also ensures that management undertakes to identify, monitor and manage treasury risks in a manner consistent with corporate strategy and objectives and its treasury policy.

#### Remuneration committee

The remuneration committee reviews and makes recommendations to the Board on overall remuneration policy of the company and determines the salary and bonus entitlement for the CEO, the SMT and all other company employees. The activities of the remuneration committee are reported to the Board at least annually.

#### Nominations committee

The nominations committee exists to consider potential changes to independent Board membership and to assess the performance of these Directors.

## Corporate governance statement (continued)

### **Actions and responsibilities of the Board and its committees**

The Board is responsible for and makes key decisions on the following areas.

#### *Approving the strategic direction and values, with consideration of the likely consequences in the long term*

The Board is responsible to the shareholders for the strategic direction of the company in both the short and long term and seeks to balance the best interests of the company with the objective of enhancing shareholder value.

The long term primary objectives which reflect the strategic value of the company have been established since acquisition in 2005, that being to be a top performing gas distribution network with regard to safety, customer satisfaction and efficiency of delivery. The Board ensure they are aware of how well the company is performing in these areas through the establishment of KPIs which are reported upon at Board meetings, and the Board have linked the remuneration of the SMT to achieving Board approved targets in these areas.

Each autumn the Board invites the CEO to present the performance targets of the company over the next 5 years, with reference to the strategic direction of the company. If approved the Board set these targets as the budget for the following financial year (short term objectives).

The current financial year is the first of a new 5 year price control period (RIIO-GD2). The Board established a RIIO-GD2 steering group combined of staff and shareholder representation who worked together, with continued Board communication, to ensure the strategic direction and values of the Board are within the RIIO-GD2 business plan.

The Board approved the existing corporate values of NGN: intellectually curious; trail blazing, heartfelt; empowered, happy and customer focus. To encourage the demonstration of these values, employee performance objectives include the demonstration of these values.

#### *Energy Futures*

The Board aim to steer the company so to reduce its carbon footprint and to be a key contributor to the UK's aspiration to be carbon neutral. Under the guidance of the Board the SMT have been promoting the use of Hydrogen as an alternative energy source to natural gas, which could be distributed through the existing gas infrastructure. Activity in this area during the year includes:

- the continuation of the H21 research project which further develops the use of hydrogen as an alternative energy source.
- in Winlaton, a village which contains 668 homes, a primary school and several small businesses, the company operates a network with a gas supply which contains a blend including up to 20% hydrogen.

## Corporate governance statement (continued)

### **Actions and responsibilities of the Board and its committees (continued)**

- the building of two zero emissions hydrogen homes which were opened by the Energy Minister Anne-Marie Trevelyan in July 2021, and are open to the public to visit. These houses contain hydrogen appliances and are supplied with hydrogen gas.
- work commenced on the East Coast Hydrogen Project, an ambitious but realistic plan which has the potential to produce and deliver over 7GW of hydrogen energy to around forty thousand businesses and four million homes by 2030.

The work done by the NGN group, along with its partners, has been fundamental to changing the view on hydrogen use as an energy source of the future, and the UK government now see hydrogen as part of the green industry revolution to put the UK on the path to reaching net zero emissions by 2050.

### *Interests of the company's employees including evaluating the performance and remuneration of employees*

The Board has fully encouraged the SMT to make NGN an employer of choice and supports the decisions made by the SMT with regard to employee engagement and evaluation.

The Board and SMT place considerable value on the involvement of its employees and has continued to keep them informed on matters affecting them as employees. This is achieved through various communications including: the CEO's call which are live teleconference broad-casts and include a question and answer section, and are available to be listened to in all offices and depots; regular business chats where groups gather and discuss what is occurring in the business and have SMT representation; email and letter communication when formal communication is needed.

Some employees are eligible to receive an annual bonus related to the overall financial and operational performance of the NGN group along with individual performance against set objectives. Other employees receive monthly incentive payments based on performance against operational efficiency, safety and customer targets.

Employees are encouraged to influence their own working environment and are able to present changes in working practices, subject to meeting the desired company criteria over customer, safety and efficiency targets.

### *The overall control environment of the company, to protect the shareholders' investment and manage risk*

The Board expect the SMT of the company to develop and maintain a control environment which protects the company's assets. The Board ensure this is achieved through several processes including the establishment of a risk register which is reported to the Board three times a year via the risk management committee. This register quantifies the impact of risks facing NGN, both on a financial and non-financial basis, and documents the likelihood of the risk occurring, along with the controls which exist to mitigate the risk.

## Corporate governance statement (continued)

### **Actions and responsibilities of the Board and its committees (continued)**

The Board have established an internal audit function which undertakes independent appraisals and provides assurance on the adequacy and effectiveness of business controls. All internal audit work is carried out according to the relevant best practice standards. The schedule of work carried out by internal audit is planned and Board approved so that key or higher risk areas are reviewed on a recurring basis, and all findings are reported by internal audit to the audit committee.

In the prior year the Board approved the establishment of a data governance team, whose focus is ensuring assurance over the accurate capture and reporting of data to third parties, ensuring a further layer of control.

Some of the key controls of the company are those surrounding the financial processes of the company and the Board request a summary of all such financial controls to be documented each year in a document call the Directors Questionnaire. This document is signed by the SMT and is representation to the Board that the SMT have maintained a suitable financial control environment throughout the period, which supports the financial statements for that year. The Board also request the internal and external auditors to review the Directors Questionnaire, so to ensure the document is a true reflection of the control environment in place.

An area of focus which is of growing interest to the Board is cyber security. The SMT have developed a cyber security resilience road map, which involves 34 projects across the RIIO-GD2 period, with funding of £14m. The plan, which amongst other things will be enhancing the groups operational technology security operations centre (OT SOC), will ensure the NGN group exceeds the growing legislative requirements, as set by the UK Cyber Security Council.

### *Maintaining a reputation for high standards of business conduct*

The company is trusted by stakeholders and has a good reputation for high standards of professionalism. As part of this the Board look for a strong control environment which is managed through the SMT as detailed in the section above (see 'the overall control environment of the company, to protect the shareholders' investment and manage risk'). As noted in that section the Board review NGN's risk register which includes a quantification of non-financial risks, one of which is reputational risk, which covers the impact of changes in business standards.

The reputation of the company is maintained by the behaviour of its employees and so the Board have approved a code of conduct which is a guide to the professional standards expected of employees. Fraud policies and whistleblowing policies also exist to protect the reputation of NGN, should any detrimental employee behaviour exist. Suitable recruitment practices exist to minimise this risk.

### *Maintaining relationships with key suppliers, customers and other*

Under the delegated authority of the Board the SMT has established a dedicated commercial services team covering all elements of procurement and supplier relations. All contracts are signed off by members of the SMT having first been reviewed by the NGN legal department and having agreed terms with the supplier.



## Corporate governance statement (continued)

### **Actions and responsibilities of the Board and its committees (continued)**

Within the commercial services team there is a dedicated contract management function which supports in pre-contract activity and also post-contract work including the review of variations, again to ensure a strong relationship with suppliers. NGN seek to treat all suppliers fairly. Consideration of the potential impact of Brexit on the business, through the transition period and beyond has been assessed. The SMT have taken a comprehensive review of all trade agreements to ensure compliance with the EU-UK Trade and Cooperation Agreement, and to ensure that no continuity issues occur with regard to essential supplies.

The Board are focused on maintaining strong relationships with NGN's customers to ensure this is to the benefit of both parties. NGN's primary customers are shippers, who transport gas through the network, and the communities (both businesses and residents) in which NGN work. Shipper relationships are managed through the application of Unified Network Code, the regulations established by Ofgem, and this regulation ensures fair working practice is maintained. The impact of NGN's work on community customers is important to the Board and NGN not only monitor feedback through customer feedback scores, but also spend time engaging with communities to understand how NGN could work differently to the benefit of such communities (see next section, 'monitoring the impact of the company: environmental matters and community impact').

### **Monitoring the impact of the company: environmental matters and community impact**

During the year the SMT launched a new People and Planet Strategy, to further develop the sustainability work completed by NGN so as to tackle the short and long term challenges facing the business, the society in which NGN operates, and the planet. Example of challenges established within this strategy include: the eradication of inequality in our work force; supporting wellbeing; increasing diversity to reflect the community that we serve; decarbonizing and progression toward zero emissions. To help with the delivery of sustainability matters, NGN completed two reviews during the year.

A review of governance was completed by its shareholders, with the following actions agreed within 2022: the establishment of a sustainability working group that meets quarterly, with terms of reference that define the purpose, scope, role and responsibility of this group; the publishing of NGN's sustainability policy on NGN's website; and the establishment of a sustainability risk register to identify potential issues.

The second review was completed by the third party Business in the Community, who assessed NGN's commitment to sustainability using their 'Responsible Business Tracker' tool. This tool assesses a company's commitment to societal and environmental matters aligned to the United Nations Sustainable Development Goals, and delivers benchmarking feedback to facilitate future improvement. The assessment scored NGN at 74%, compared to a cohort average of 47%, and highlighted the following strengths: embedded sustainability values within policies, processes and strategies; having specified sustainability targets within the core business; rigorous, inclusive and diverse stakeholder engagement and community involvement; strong governance around climate related strategies; a focused approach to colleague wellbeing; a leading practice social mobility strategy; and an excellent strategy to nature stewardship. Areas highlighted as requiring focus, which the group will aim to target, included: alignment of sustainability objectives within NGN's purpose statement; the further linking of sustainability targets to remuneration;

## Corporate governance statement (continued)

### **Actions and responsibilities of the Board and its committees (continued)**

consideration of board level diversity; adoption of the guidance provided by the Task Force on Climate-Related Financial Disclosure; building on the investment in colleague wellbeing actions through the establishment of a wellbeing risk register; and supporting nature stewardship strategies through senior sponsorship.

As well as establishing a strategy, and undertaking reviews to improve governance and process, NGN has taken significant actions this year which address objectives, which include:

- Reduction of scope 1 & 2 carbon emissions compared to prior year.
- The repex replacement program has delivered an additional 500km of plastic pipe, replacing old metal pipe meaning less leakage.
- NGN generate circa 200,000 tonnes of excavation spoil each year and have achieved the set target of sending no more than 13,000 tonnes of this to landfill.
- Working with a specialist third party to establish colleague communities to encourage inclusion within the workforce, leading to initiatives such as 'faith bank holiday' swapping.
- Commitment to improving local social mobility where needed, focusing opportunities to those who are struggling to find employment.
- Community education on 'better use of energy' and carbon monoxide.

In addition to the above, NGN is a leading figure in pushing hydrogen as a zero emissions energy of the future, as detailed above.

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

The Board is comprised of directors who are appointed by the shareholders of the group. As such each shareholder has representation and the ability to contribute to all Board meetings and so influence the decisions made by the Board.

The shareholder agreement in place for NGN is a legal entitlement for each shareholder to have this representation and as such the shareholders are appropriately protected.

# Independent auditor's report to the members of Northern Gas Networks Operations Limited

## ***Report on the audit of the financial statements***

### ***Opinion***

In our opinion the financial statements of Northern Gas Networks Operations Limited (the 'company'):

- give a true and fair view of the state of the company's affairs as at 31 March 2022 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the profit and loss account;
- the statement of comprehensive income;
- the balance sheet;
- the statement of changes in equity;
- the statement of accounting policies; and
- the related notes 1 to 12.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

### ***Basis for opinion***

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report.

We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council's (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 directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Our evaluation of the directors' assessment of the company's ability to continue to adopt the going concern basis of accounting included:

- evaluating the level of borrowing including consideration of undrawn facilities and compliance with covenants;
- assessing the assumptions used in the forecasts, including performing sensitivity analysis and the impact of Covid-19, Climate change as well as the conflict in Ukraine;
- assessing the historical accuracy of forecasts prepared by management against actuals achieved; and
- testing of clerical accuracy of the model used to prepare the forecasts
- evaluating the ability of the parent company to provide support.

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 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.

## Independent auditor's report to the members of Northern Gas Networks Operations Limited

Our responsibilities and the responsibilities of the directors 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 directors 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 this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

### *Responsibilities of directors*

As explained more fully in the directors' responsibilities statement, the directors 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 directors 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.

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

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

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](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.

### *Extent to which 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.

We considered the nature of the company's industry and its control environment, and reviewed the company's documentation of their policies and procedures relating to fraud and compliance with laws and regulations. We also enquired of management and internal audit about their own identification and assessment of the risks of irregularities.

We obtained an understanding of the legal and regulatory frameworks that the company operates in, and identified the key laws and regulations that:

- had a direct effect on the determination of material amounts and disclosures in the financial statements. These included UK Companies Act, pensions legislation, tax legislation, HSE legislation regarding construction and gas transportation, and licence conditions imposed by Ofgem; and
- do not have a direct effect on the financial statements but compliance with which may be fundamental to the company's ability to operate or to avoid a material penalty. These included HSE legislation regarding construction and gas transportation, and licence conditions imposed by Ofgem.

## Independent auditor's report to the members of Northern Gas Networks Operations Limited

We discussed among the audit engagement team including relevant internal specialists such as Tax, Financial instrument, Pension and IT specialists regarding the opportunities and incentives that may exist within the organisation for fraud and how and where fraud might occur in the financial statements. As a result of performing the above, we identified the greatest potential for fraud or non-compliance with laws and regulations in the following areas, and our specific procedures performed to address them are described below:

- Management override of controls: agreeing a sample of manual journals to underlying support, reviewing unusual non-business transactions as well as evaluating management's estimates and judgements.

In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override. In addressing the risk of fraud through management override of controls, we tested the appropriateness of journal entries and other adjustments; assessed whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluated the business rationale of any significant transactions that are unusual or outside the normal course of business.

In addition to the above, our procedures to respond to the risks identified included the following:

- reviewing financial statement disclosures by testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- enquiring of management, internal audit and in-house legal counsel concerning actual and potential litigation and claims, and instances of non-compliance with laws and regulations; and
- reading minutes of meetings of those charged with governance.

### *Report on other legal and regulatory requirements*

#### *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 strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

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 any material misstatements in the strategic report or the directors' report.

#### *Matters on which we are required to report by exception*

Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

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

We have nothing to report in respect of these matters.

## Independent auditor's report to the members of Northern Gas Networks Operations Limited

### *Use of our report*

This report is made solely to the 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 anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

A handwritten signature in black ink, reading "Anthony Matthews", with a horizontal line drawn underneath it.

Anthony Matthews FCA (Senior statutory auditor)  
For and on behalf of Deloitte LLP  
Statutory Auditor  
London, United Kingdom

16 September 2022

**Statement of comprehensive income**  
For the year ended 31 March 2022

	Notes	2022 £'000	2021 £'000
<b>Turnover</b>	1	326,688	320,438
Cost of sales		(326,588)	(320,338)
<b>Operating profit and profit before tax</b>	2	100	100
Tax on profit	5	(19)	(19)
<b>Profit for the financial year</b>		81	81
Other comprehensive result		-	-
<b>Total comprehensive income</b>		81	81

The above results arise from continuing operations.

Profit for the year is all attributable to the equity shareholders of the company.

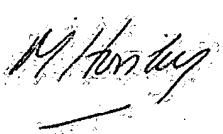
The accompanying notes on pages 28 to 32 are an integral part of this statement of comprehensive income

**Balance sheet**  
As at 31 March 2022

	Notes	2022 £'000	2021 £'000
<b>Current assets</b>			
Stocks - raw materials		5,244	6,257
Debtors - due within one year	6	37,888	42,596
		<u>43,132</u>	<u>48,853</u>
<b>Creditors:</b> Amounts falling due within one year	7	(42,304)	(48,106)
<b>Net current assets and total assets less current liabilities</b>		<u>828</u>	<u>747</u>
<b>Net assets</b>		<u>828</u>	<u>747</u>
<b>Capital and reserves</b>			
Called-up share capital	8	-	-
Profit and loss account		<u>828</u>	<u>747</u>
<b>Shareholders' funds</b>		<u>828</u>	<u>747</u>

The accompanying notes on pages 28 to 32 are an integral part of this balance sheet.

The accounts of Northern Gas Networks Operations Limited, Registered number 03528783, were approved by the Board of Directors and authorised for issue on 16 September 2022 and signed on its behalf by:



M J Horsley  
Director

16 September 2022



**Statement of changes in equity**  
For the year ended 31 March 2022

	Profit and loss account £'000	Called up share capital £'000	Total £'000
<b>At 1 April 2020</b>	666	-	666
Total comprehensive income	81	-	81
	<hr/>	<hr/>	<hr/>
<b>At 31 March 2021</b>	747	-	747
Total comprehensive income	81	-	81
	<hr/>	<hr/>	<hr/>
<b>At 31 March 2022</b>	828	-	828
	<hr/>	<hr/>	<hr/>

The accompanying notes on pages 28 to 32 are an integral part of this statement of changes in equity.

## Statement of accounting policies

For the year ended 31 March 2022

The principal accounting policies are summarised below. They have all been applied consistently throughout the year and the prior year.

### **Basis of accounting**

Northern Gas Network Operations Limited is a company incorporated in the United Kingdom under the Companies Act 2006. The company is a private company limited by shares and is registered in England and Wales. The address of the company is 1100 Century Way, Leeds, LS15 8TU. The accounts have been prepared under the historical cost convention, modified to include certain items at fair value, and in accordance with Financial Reporting Standard 102 (FRS 102) issued by the Financial Reporting Council. Principal activities and nature of operations are shown in the strategic report.

The functional and presentational currency is considered to be pounds sterling because that is the currency of the primary economic environment in which the company operates.

The company meets the definition of a qualifying entity under FRS102 and has therefore taken advantage of disclosure exemptions available to it. Exemptions have been taken in relation to financial instruments, presentation of a cash flow statement and remunerations of key management personnel.

### **Going concern**

The accounts have been prepared on a going concern basis. The company's business activities, performance and position, together with its principal risks and uncertainties likely to affect its future development and performance are set out in the strategic report. This includes the implication of Brexit, European disruption (war in Ukraine) and COVID-19 as considered on pages 3 and 4.

The directors have made enquiries and reviewed the forecasts, noting that all company costs are recharged to Northern Gas Networks Limited which has secured regulatory revenue under RIIO-GD2 until March 2026, and in light of the facilities available, have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. A letter of support from Northern Gas Networks Limited has been received by the directors. Accordingly, they continue to adopt the going concern basis in preparing the Annual Report and accounts.

### **Stocks**

Stocks are stated at the lower of cost and net realisable value. Measurement is on a moving average cost basis and provision is made for obsolete or defective items where appropriate.

## Statement of accounting policies (continued)

### **Taxation**

Current tax is provided at amounts expected to be paid (or recovered) using the UK tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the group's taxable profits and its results as stated in the accounts that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the accounts.

A net deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date that are expected to apply to the reversal of the timing difference. Deferred tax is measured on a non-discounted basis.

### **Financial instruments**

Financial assets and financial liabilities are recognised when the company becomes a party to the contractual provisions of the instrument. Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

#### *Financial assets and liabilities*

All financial assets and liabilities are initially measured at transaction price (including transaction costs). If an arrangement constitutes a financing transaction, the financial asset or financial liability is measured at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Financial assets and liabilities are only offset in the balance sheet when, and only when there exists a legally enforceable right to set off the recognised amounts and the company intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Financial assets are derecognised when and only when a) the contractual rights to the cash flows from the financial asset expire or are settled, b) the company transfers to another party substantially all of the risks and rewards of ownership of the financial asset, or c) the company, despite having retained some, but not all, significant risks and rewards of ownership, has transferred control of the asset to another party. Financial liabilities are derecognised only when the obligation specified in the contract is discharged, cancelled or expires.

## Statement of accounting policies (continued)

### **Turnover**

Turnover represents income receivable for the provision of services to NGN net of Value Added Tax. Revenue is recognised at the end of each month for the services provided within that month.

### **Pension costs**

Employees of the company participate in either the NGN Pension Scheme, a defined benefit scheme which was closed to future contributions from 31 March 2022, or a defined contribution pension schemes operated by NGN. The amount charged to the profit and loss account in respect of pension costs is the contributions payable in the year. Differences between contributions payable in the year and contributions actually paid are shown as either accruals or prepayments in the balance sheet. The defined benefit pension scheme and so the defined benefit asset/liability is held by NGN.

### **Leases**

Rentals under operating leases are charged on a straight-line basis over the lease term, even if the payments are not made on such a basis. Benefits received and receivable as an incentive to sign an operating lease are similarly spread on a straight-line basis over the lease term, except where the period to the review date on which the rent is first expected to be adjusted to the prevailing market rate is shorter than the full lease term, in which case the shorter period is used.

### **Impairment**

The company has no financial assets. Assets are assessed for indicators of impairment at each balance sheet date. If there is objective evidence of impairment, that being that the estimated recoverable value of the asset is less than the value in the balance sheet, an impairment loss is recognised in profit or loss. The recoverable amount of an asset is the higher of its fair value less costs to sell and its value in use.

### **Critical accounting judgments and key sources of estimation uncertainty**

The directors are not aware of any critical accounting judgments or keys sources of estimation uncertainty with these accounts.

## Notes to the accounts

For the year ended 31 March 2022

### 1 Segment information

The directors consider that the company has only one class of business being gas infrastructure. The company's turnover is generated wholly from within the UK.

### 2 Profit before taxation

Profit before taxation is stated after charging:

	2022 £'000	2021 £'000
Operating lease rentals - vehicles	324	482
Operating lease rentals - property	1,114	1,211
Fees payable to the company's auditor for the audit of the company's annual accounts	<u>25</u>	<u>18</u>

Fees payable to Deloitte LLP and their associates for non-audit services to the company are not required to be disclosed because the consolidated accounts of the parent company disclose such fees on a consolidated basis.

### 3 Staff costs

The average monthly number of employees (including executive directors) was:

	2022 Number	2021 Number
Administration	138	122
Operations	1,260	1,282
	<u>1,398</u>	<u>1,404</u>

## Notes to the accounts (continued)

<b>3 Staff costs (continued)</b>	<b>2022</b>	<b>2021</b>
	<b>£'000</b>	<b>£'000</b>
Their aggregate remuneration comprised:		
Wages and salaries	63,487	61,802
Social security costs	6,793	6,592
Pension costs	6,966	7,260
	<u>77,246</u>	<u>75,654</u>

## 4 Directors' remuneration and transactions

The remuneration of the directors was as follows:

	<b>Executive Directors</b>	
	<b>2022</b>	<b>2021</b>
	<b>£'000</b>	<b>£'000</b>
Emoluments	953	925
Amounts receivable (other than shares) under long-term incentive schemes	227	220
	<u>1,180</u>	<u>1,145</u>

The above amounts for remuneration include the following in respect of the highest paid director:

	<b>2022</b>	<b>2021</b>
	<b>£'000</b>	<b>£'000</b>
Emoluments	<u>1,180</u>	<u>1,145</u>

There have been no transactions with directors in the year (2021 – £nil) other than as set out above in respect of remuneration. Only directors are deemed to be key personnel.

## Notes to the accounts (continued)

### 5 Tax on profit

The tax charge comprises:

	2022 £'000	2021 £'000
<b>Current tax</b>		
UK corporation tax	19	19
<b>Total current tax charge</b>	<u>19</u>	<u>19</u>
<b>Deferred tax</b>		
<b>Total deferred tax</b>	<u>-</u>	<u>-</u>
<b>Total tax charge</b>	<u>19</u>	<u>19</u>

The differences between the total tax shown above and the amount calculated by applying the standard rate of UK corporation tax to the profit before tax is as follows:

	2022 £'000	2021 £'000
<b>Profit before tax</b>	<u>100</u>	<u>100</u>
Tax on profit at standard UK corporation tax rate of 19% (2020 – 19.0%)	19	19
<b>Total tax charge for the year</b>	<u>19</u>	<u>19</u>

The company earns its profits in the UK. Therefore, the tax rate used for tax on profit is the standard rate for UK corporation tax, currently 19% (2021 – 19.0%).

The group's planned level of capital investment is expected to remain at similar levels as current investment. Therefore, it expects to be able to claim capital allowances in excess of depreciation in future years, at a similar level to the current period. Deferred taxation is measured at tax rates that are expected to apply in the periods in which temporary timing differences are expected to reverse based on tax rates and laws that have been enacted or substantively enacted at the balance sheet date. The planned change of UK corporation tax to 25% from 1 April 2023 was substantively enacted on 24 May 2021 following the March 2021 budget. Accordingly, 25% has been applied across all group companies when calculating deferred tax assets and liabilities expected to reverse on or after 1 April 2023, as at 31 March 2022.

## Notes to the accounts (continued)

### 6 Debtors – due within one year

	2022	2021
	£'000	£'000
Trade debtors	789	1,289
Amounts owed by group undertakings	30,850	37,095
Other debtors	141	174
Prepayments	6,078	4,008
Deferred tax	30	30
	<u>37,888</u>	<u>42,596</u>

Amounts owed by group undertakings are unsecured, interest free and repayable on demand. They have arisen due to the company completing rechargeable operational work on behalf of other group companies.

### 7 Creditors: Amounts falling due within one year

	2022	2021
	£'000	£'000
Trade creditors	6,683	8,310
Corporation tax liability	38	19
Other taxation and social security	2,023	1,570
Accruals and deferred income	33,560	38,207
	<u>42,304</u>	<u>48,106</u>

### 8 Called-up share capital and reserves

#### *Share capital*

	2022	2021
	£	£
<i>Allotted, called-up and fully-paid</i>		
2 ordinary shares of £1 each	<u>2</u>	<u>2</u>

#### *Profit and loss account*

This is the accumulative earnings retained by the company.



## Notes to the accounts (continued)

### 9 Financial commitments

The company had no capital commitments at the end of the financial year (2021 - £nil).

Total future commitments under non-cancellable operating leases are as follows:

Motor vehicle leases	2022 £'000	2021 £'000
- within one year	145	69
- between one and two years	127	52
- between two and five years	24	34
	<u>296</u>	<u>155</u>

### 10 Related parties

As a subsidiary undertaking of Northern Gas Networks Holdings Limited, the company has taken advantage of the exemption in FRS 102 section 33 2.2, "Related Party Disclosures", from disclosing transactions with other wholly owned members of the group headed by Northern Gas Networks Holdings Limited.

### 11 Ultimate controlling party

The directors regard Northern Gas Networks Holdings Limited, a company incorporated in England and Wales, as the ultimate parent company and the ultimate controlling party. Northern Gas Networks Limited is the immediate parent company.

Northern Gas Networks Holdings Limited is the parent company of the largest and smallest group of which the company is a member and for which group accounts are drawn up. Copies of the accounts are available from 1100 Century Way, Thorpe Park Business Park, Colton, Leeds, LS15 8TU.

The Shareholders of Northern Gas Networks Holdings Limited are a consortium comprising of:

PG (April) Limited (47.1%)  
Beta Central Profits Limited (41.3%)  
SAS Trustee Corporation (11.6%)

### 12 Post balance sheet events

There are no post balance sheet events to report.