THE HILL FOUNDATION TRUSTEES' REPORT AND ACCOUNTS FOR THE YEAR ENDED 31 MARCH 2015

THURSDAY



29 03/12/2015 COMPANIES HOUSE

LEGAL AND ADMINISTRATIVE INFORMATION

Trustees Mr Anthony Smith CBE

Mr James Kitcatt Mr Alastair Tulloch Prof Catriona Kelly

Secretary Mr Alastair Tulloch

Charity number 1086396

Company number 04189311

Registered office 4 Hill Street

Mayfair London W1J 5NE

Auditors Berg Kaprow Lewis LLP

35 Ballards Lane

London N3 1XW

Bankers Lloyds TSB Bank Pic

Berkeley Square House 14 Berkeley Square

London W1J 6AF

Investment advisors Cazenove Capital Management Limited

12 Moorgate London EC2R 6DA

CONTENTS

	Page
Trustees' report	1 - 3
Statement of trustees' responsibilities	4
Independent auditors' report	5 - 6
Statement of financial activities	7
Summary income and expenditure account	8
Balance sheet	9
Notes to the accounts	10 - 14

TRUSTEES' REPORT FOR THE YEAR ENDED 31 MARCH 2015

The trustees present their report and accounts for the year ended 31 March 2015.

The accounts have been prepared in accordance with the accounting policies set out in note 1 to the accounts and comply with the the charity's governing document, the Companies Act 2006 and the Statement of Recommended Practice, "Accounting and Reporting by Charities", issued in March 2005.

The trustees pay due regard to the guidance from the Charity Commission on public benefit in deciding which grants and activities to undertake.

Structure, governance and management

The charity is a company limited by guarantee and is governed by the Memorandum of Association adopted 28th March 2001. The charity's objects are that of the advancement of education and the relief of poverty, and to promote such other purposes as are now or may hereafter be deemed by English law to be charitable.

The trustees, who are also the directors for the purpose of company law, and who served during the year were:

Mr Anthony Smith CBE Mr James Kitcatt Mr Alastair Tulloch Prof Catriona Kelly

The method of recruitment and appointment of trustees is carried out by the board of trustees and only individuals with the necessary expertise are invited to join the board.

None of the trustees has any beneficial interest in the company. The majority of the trustees are members of the company and guarantee to contribute £1 in the event of a winding up.

The trustees conduct the overall supervision and monitoring of the financial position of the organisation. The day to day administration is delegated to the Company Secretary and his office. A student selection committee conducts interviews and undertakes visits to Russia to assess applications for awards and grants.

There are no specific restrictions imposed by the governing document concerning the way the charity can operate. However, the donor of the expendable endowment fund has expressed a wish, which is non-binding upon the trustees, that the income from these funds is directed towards the integration of the Russian Federation into the wider world, with the sponsorship of Russian students at schools and universities outside of Russia being specified as the most direct way of assisting such integration.

There are no specific investment powers. The trustees have delegated investment of the expendable endowment fund to professional investment managers. The investment managers have declared that their investment objectives are based on an active approach for fixed income and absolute return, and a passive approach for equities exposure plus the inclusion of a managed growth trust, a property fund and a hedge fund.

Mr Anthony Smith was formerly President of Magdalen College, Oxford (1988 - 2005) The scholarship sponsorship costs are paid to Oxford University and further details are set out in the notes to the Accounts.

The trustees have assessed the major risks to which the charity is exposed, and are satisfied that systems are in place to mitigate exposure to the major risks. The trustees continue to take legal advice as appropriate.

TRUSTEES' REPORT (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2015

Objectives and activities

The policies adopted in furtherance of these objects are primarily the provision of student scholarships at Oxford University, known as the Hill Foundation Scholarships. The awards are open to outstanding young citizens of the Russian Federation or first generation Israelis of Russian descent. Applicants must intend to return to their homeland at the end of their studies and to spend their lives in ways beneficial to their home society: whether in business, academic life, public service, the arts or the professions.

The trustees have paid due regard to guidance issued by the Charity Commission in deciding what activities the the charity should undertake.

The following charitable distributions had been made or agreed on behalf of the Foundation during the year: the selection committee headed by Mr Anthony Smith awarded 8 Hill Foundation scholarships in the year to Russian Federation students who had been offered a place at Oxford University to read for either post-graduate degrees or doctorates.

The charity's grant making policy includes support for specific one-off events such as cultural exchanges and conferences from time to time.

Achievements and performance

The charity's main achievements are reflected in the high academic success of its scholars and the prime objective of their return to Russia to take up prestigious positions and contribute to society in general and Anglo-Russian relations in particular. There is a thriving alumni group whose members promote the charity's core values of sharing the Oxford spirit and promoting international co-operation and togetherness.

Financial review

The charity has continued to fund its regular commitments to the Hill Foundation Scholarships. Financial market conditions have been positive. The portfolio income remains just about sufficient to meet the costs of the charity's usual activities, but there is still insufficient cover for the cost of smaller one-off grants. The funds had been invested to satisfy the investment policy to increase their underlying value and to provide a minimum target long term investment return of 4.5% (above the UK CPI) with at least 3% of the fund available for annual disbursement.

The actual overall performance for the year was an overall return of 7.4% (over 3 years: 8.9% pa and over 5 years 6.4% pa). The historic yield is 2.2% and the projected gross yield is estimated to be 1.84% excluding hedge funds.

The fund managers take an active approach for fixed income and absolute return, but a passive approach for equities exposure plus the later inclusion of an active UK dynamic fund, a growth trust for charities and global mulit-manager funds. They invest in pooled funds only and use appropriate asset allocations, benchmarking and performance measurement.

It is the policy of the charity that unrestricted funds which have not been designated for a specific use should be maintained at a level equivalent to one year's worth of committed expenditure. The trustees consider that reserves at this level will ensure that, in the event of a significant drop in funding, they will be able to continue the charity's current activities while consideration is given to ways in which additional funds may be raised. The target level of reserves has been maintained throughout the year across the portfolio as a whole.

Over the year, the overall portfolio achieved further unrealised gains of £861,021. This was in addition to crystallising gains of £494,463 (2014: £429,655). The portfolio remains in a highly satisfactory position of surplus measured against book cost of just over 31.78% (2014: 29.02%).

There are two sub-funds within the overall portfolio that are in deficit, namely a new Multi Asset Fund and the Property Fund. The UK Bonds Fund moved back into surplus during the year and the Property Fund clawed back £57,761 against previous losses. The Multi Asset fund was, however, acquired right at the end of the year and the deficiency is not material. The Property Fund continues to generate a positive income yield of 5.5%.

TRUSTEES' REPORT (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2015

Asset cover for funds

Further details of the revaluation of assets are shown in note 8 to the Accounts. Past decisions were taken to further extend the original Hill Foundation portfolio composition to a more diversified, multi-manager approach, which the trustees believe offers effective protection against future asset cover risks. The portfolio valuation has a surplus of £4.53m over book cost [2014 surplus: £4.11m] which has vindicated this approach. The trustees regard the current level of asset cover and cash reserves to be sufficient to meet future resource expenditure needs.

The total amount required for the 2015-16 scholarship awards is £414,870 (2014-15: £402,327).

Plans for the future

Since the scheme's inception in 2000, the Foundation has supported a total of 101 students at Oxford University, usually with a maximum total of 10 awards per year. The Foundation will continue to seek outstanding scholars for its awards scheme.

Disclosure of information to auditors

Each of the directors has confirmed that there is no information of which they are aware which is relevant to the audit, but of which the auditor is unaware. They have further confirmed that they have taken appropriate steps to identify such relevant information and to establish that the auditors are aware of such information.

Auditors

A resolution proposing that Berg Kaprow Lewis LLP be reappointed as auditors of the company will be put to the members.

In preparing this report, the Trustees have taken advantage of the small companies exemption provided by section 415A of the Companies Act 2006.

On behalf of the board of trustees

Mr Alastair Tulloch

Trustee Dated: 12 Nov 2015

STATEMENT OF TRUSTEES' RESPONSIBILITIES

The trustees, who are also the directors of The Hill Foundation for the purpose of company law, are responsible for preparing the Trustees' Report and the accounts in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Company law requires the trustees to prepare accounts for each financial year which give a true and fair view of the state of affairs of the the charity and of the incoming resources and application of resources, including the income and expenditure, of the charitable company for that year.

In preparing these accounts, the trustees are required to:

- select suitable accounting policies and then apply them consistently;
- observe the methods and principles in the Charities SORP;
- make judgements and estimates that are reasonable and prudent; and
- prepare the accounts on the going concern basis unless it is inappropriate to presume that the the charity will continue in operation.

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

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF THE HILL FOUNDATION

We have audited the financial statements of The Hill Foundation for the year ended 31 March 2014 set out on pages 7 to 15. The financial reporting framework that has been applied in their preparation is applicable law and the Financial Reporting Standard for Smaller Entities (effective April 2008) (United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities).

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

Respective responsibilities of trustees and auditors

As explained more fully in the statement of trustees' responsibilities, the trustees, who are also the directors of The Hill Foundation for the purposes of company law, are responsible for the preparation of the accounts and for being satisfied that they give a true and fair view.

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

Scope of the audit of the accounts

An audit involves obtaining evidence about the amounts and disclosures in the accounts sufficient to give reasonable assurance that the accounts are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the charity's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the trustees; and the overall presentation of the accounts. In addition, we read all the financial and non-financial information in the Trustees' Annual Report to identify material inconsistencies with the audited accounts and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on accounts

In our opinion the accounts:

- give a true and fair view of the state of the charitable company's affairs as at 31 March 2015 and of its incoming resources and application of resources, including its income and expenditure, for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Trustees' Report for the financial year for which the accounts are prepared is consistent with the accounts.

INDEPENDENT AUDITORS' REPORT (CONTINUED) TO THE MEMBERS OF THE HILL FOUNDATION

Matters on which we are required to report by exception

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

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

Beng Kym Cowin CCV

Ian Saunderson FCA (Senior Statutory Auditor) for and on behalf of Berg Kaprow Lewis LLP

Chartered Accountants Statutory Auditor 35 Ballards Lane London N3 1XW

Dated: 16 November 2315

STATEMENT OF FINANCIAL ACTIVITIES FOR THE YEAR ENDED 31 MARCH 2015

Incoming resources from generated funds Investment income	Notes 2	2015 £ 438,204	2014 £ 342,878
Resources expended	3		
Costs of generating funds Investment management costs		44,413	55,050
Net incoming resources available		393,791	287,828
Charitable activities		37,650	37,337
Student selection, secretarial support and dinner costs Grants payable - Oxford University		415,046	375,942
Total charitable expenditure		452,696	413,279
Governance costs		8,875	6,516
Total resources expended		505,984	474,845
Net outgoing resources		(67,780)	(131,967)
Other recognised gains and losses Gains on investment assets		914,832	1,239,721
Net movement in funds		847,052	1,107,754
Fund balances at 1 April 2014		18,694,217	17,586,462
Fund balances at 31 March 2015		19,541,269	18,694,216

SUMMARY INCOME AND EXPENDITURE ACCOUNT FOR THE YEAR ENDED 31 MARCH 2015

	2015	2014
	£	£
Total incoming resources	438,204	342,878
Gain on disposal of investment assets	53,811	55,353
Total income	492,015	398,231
Total resources expended	505,984	474,845
Net expenditure for the year	(13,969)	(76,614)
	===	

The summary income and expenditure account is presented in order to ensure compliance with the Companies Act 2006. The major difference in the figures presented from those in the statement of financial acitivities is that unrealised gains and losses on investments are not recognised.

STATEMENT OF RECOGNISED GAINS AND LOSSES

Net expenditure for the year	(13,969)	(76,614)
Unrealised gains on investment assets held by income funds	861,021	1,184,368
Net movement in funds	847,052	1,107,754
		

BALANCE SHEET AS AT 31 MARCH 2015

		20	015	20	014
	Notes	£	£	£	£
Fixed assets					
Investments	8		18,775,995		18,259,981
Current assets					
Debtors	9	4,770		2,911	
Cash at bank and in hand		767,284		438,128	
		772,054		441,039	
Creditors: amounts falling due within one year	10	(6,780)		(6,804)	
Net current assets			765,274		434,235
Total assets less current liabilities			19,541,269		18,694,216
Income funds					
Unrestricted funds					
Unrestricted income funds		15,013,766		14,587,083	
Revaluation reserve		4,527,503		4,107,133	
			19,541,269		18,694,216
			19,541,269		18,694,216
					=

The accounts were approved by the Board on 12 November 2015

Mr Anthony Smith CBE

Trustee

Company Registration No. 04189311

NOTES TO THE ACCOUNTS

FOR THE YEAR ENDED 31 MARCH 2015

1 Accounting policies

1.1 Basis of preparation

The accounts have been prepared under the historical cost convention, with the exception of investments which are included at market value, and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008).

The financial statements have been prepared in accordance with the Statement of Recommended Practice (SORP), 'Accounting and Reporting by Charities' published in March 2005, applicable accounting standards and the Companies Act 2006.

1.2 Incoming resources

All incoming resources are included in the Statement of Financial Activities when the charity becomes legally entitled to the investment or other income and the amount can be quantified with reasonable accuracy.

1.3 Resources expended

Charitable activities costs are allocated over the relevant activity based upon the cost of activities undertaken directly and support costs are allocated according to the relative costs of each activity in each year.

Grants payable by the Foundation are recognised as expenditure when they are paid or when a legal or constructive obligation is formed, if earlier. All grants payable in the current and previous year were to the University of Oxford, and all were recognised in the year of payment.

1.4 Investments

Fixed asset investments are stated at market value.

1.5 Foreign currency translation

Transactions denominated in foreign currencies are recorded at the rate ruling at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. All differences are included in net outgoing resources.

2 Investment income

	2015	2014
	£	£
Income from listed investments	288,502	250,853
UK Bonds interest	143,991	90,582
Rebates	4,559	-
Interest receivable	1,152	1,443
	438,204	342,878

NOTES TO THE ACCOUNTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2015

3	Total resources expended				
		Other	Grant	Total	Total
		costs	funding	2015	2014
		£	£	£	£
	Costs of generating funds				
	Investment management costs	44,413	-	44,413	55,050
	Charitable activities				
	Student selection, secretarial support and dinner costs				
	Activities undertaken directly	37,650	-	37,650	37,337
	Grants payable - Oxford University				
	Grant funding of activities		415,046	415,046	375,942
		37,650	415,046	452,696	413,279
	Governance costs	8,875	•	8,875	6,516
		90,938	415,046	505,984	474,845
					

Governance costs includes payments to the auditors of £2,880 (2014: £ 2,700) for audit fees.

The investment management charges in the year were £44,413 (2014: £86,589) of which £nil (2014: £42,868) were partly applied to the book costs of underlying pooled funds and quarterly charges of £44,413 (2014: £43,721) were paid direct.

4 Activities undertaken directly

Included in activities undertaken directly are costs of £27,600 (2014: £27,600) for secretarial support payable to a connected firm of one of the trustees for professional services rendered.

		Total 2015 £	Total 2014 £
	Grant to institutions (1 grant):	415,046	375,942
5	Grants payable	2015 £	2014 £
	Grants Payable - Oxford University	415,046	375,942 ———

NOTES TO THE ACCOUNTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2015

6 Trustees

None of the trustees received any remuneration during the year, but Mr Anthony Smith CBE was paid a total of £6,757 for his services as the chair of the student selection committee (2014-£6,757) and Tulloch & Co, Solicitors, a firm connected to Alastair Tulloch was paid £27,821 (2014-£27,614) inclusive of VAT and disbursements in respect of the administration.

7 Employees

There were no employees during the year.

NOTES TO THE ACCOUNTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2015

8 Fixed asset investments

Quoted investments

	Alternatives: Hedge & Property Funds	Global Equities	UK Bonds	UK Equities	Multi Asset Funds	Total
	£	£	£	£	£	£
Market value at 1 April 2014 Disposals at opening	6,004,523	2,900,102	2,314,377	7,040,980	-	18,259,982
book value	-	-	(443,374)	(2,019,205)	-	(2,462,579)
Acquisitions at cost Change in value in the	478,139	-	674,663	485,626	479,143	2,117,571
year	281,732	487,505	102,824	(8,021)	(3,019)	861,021
Market value at 31 March 2015	6,764,394	3,387,607	2,648,490	5,499,380	476,124	18,775,995
The investment assets a	are held:					
In the UK	6,764,394	-	2,648,490	5,499,380	476,124	15,388,388
Outside the UK		3,387,607			-	3,387,607
	6,764,394	3,387,607	2,648,490	5,499,380 ————	476,124 ————	18,775,995
Historical cost:						
At 31 March 2015	5,319,537	1,845,122	2,574,993	4,029,695	479,143	14,248,490
At 31 March 2014	4,841,399	1,845,122	2,353,888	5,112,441	-	14,152,850

Material investments with a value of 5% or more of the Charity's funds were as follows:

Holding	Fund	2014 £	2015 . £
204,016.05	Blackrock Charitrak Investment	3,263,998	2,599,165
1,650,443.84	Schroder Growth Trust for Charities	3,267,882	2,424,502
2,769,915.87	Schroder International Fund Z Inc	2,900,102	3,387,607
2,271,995.40	Schroder Income Trust for Charities	1,818,615	1,484,522
1,174,420.04	Schroder Stategic Credit Fund	495,762	1,163,968
42,696.56	Schroder Jubilee Absolute PCC Fd	5,115,842	5,340,502
1,236,854.99	Mayfair Cap Property Inc Trust	888,680	946,441

NOTES TO THE ACCOUNTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2015

9	Debtors	2015 £	2014 £
	Other debtors	4,770	2,911
10	Creditors: amounts falling due within one year	2015	2014
,,	orealiers, amounts raining due warm one year	£	£
	Other creditors and accruals	6,780 ———	6,804

11 Statement of funds

			Movement is	n funds		
	Balance at 1 April 2014	Investment gains/losses unrealised	Net income/ (expenditure) in the year before investment disposals	Transfers	Investment gains/losses realised	Balance at 31 March 2015
	£	£	£	£	£	£
Unrestricted						
income fund	14,587,083	-	(67,780)	440,652	53,811	15,013,766
Revaluation reserve	4,107,133	861,022	<u>-</u>	(440,652)		4,527,503
	18,694,216	861,022	(67,780)	-	53,811	19,541,269
						

The transfer from the revaluation reserve to the unrestricted income fund represents the realisation of the revaluation in previous years on investment assets sold in the year.