

COMPANY REGISTRATION NUMBER: 05829400

**Scottish Borders Education Partnership (Holdings) Limited**  
**Financial Statements**  
**31 December 2021**



# **Scottish Borders Education Partnership (Holdings) Limited**

## **Financial Statements**

**Year ended 31 December 2021**

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# **Scottish Borders Education Partnership (Holdings) Limited**

## **Directors' Report**

**Year ended 31 December 2021**

The directors present their report and the audited financial statements of the group for the year ended 31 December 2021.

### **Principal activities and business review**

The principal activity of the company is that of a holding company with a single subsidiary, Scottish Borders Education Partnership Limited.

The principal activity of the group is the provision of operational and maintenance services, including related financing arrangements for three schools in the Scottish Borders (Eyemouth, Earlston and Berwickshire), in accordance with a Project Agreement the group entered into with Scottish Borders Council.

The schools became fully operational in 2009. The group is currently operating the facilities for the period to 30 November 2038, providing a full range of facilities management services under a contractual agreement that provides a regular income stream, which is subject to deductions for service shortfalls and the unavailability of the facilities.

The result for the group for the year is shown in the Consolidated Profit and Loss Account on page 8.

### **Directors**

The directors who served the company during the year and up to the date of this report are shown below:

F Schramm  
A Naafs

### **Dividends paid and payable**

The directors approved that the group paid dividends of £580,000 (2020: £197,000) in total during the year. After the balance sheet date, analysis showed that the financial model and related accounts which had supported an interim dividend payment of £217,000 in December 2021 had overstated the group's available distributable profits. Consequently, the payment of the interim dividend had resulted in the group having negative reserves of £89,000 at the balance sheet date. When this was brought to the attention of the Board, it was agreed that shareholders would reimburse £120,000 to the group. The liability of £120,000 was recorded as a debtor in the year end balance sheet and was settled by offsetting the amount from a distribution made to shareholders in July 2022. It was noted that the Board acted in good faith in relying on the original financial model and that lenders and shareholders were kept fully informed and supported the corrective action taken. Directors do not expect this to have any adverse financial consequences for the group. The financial statements show the net dividends paid of £460,000 after recognising this amount recoverable from shareholders.

The Board have reviewed the processes which resulted in the overpayment of dividends in the year. They are satisfied that suitable steps have been taken to ensure that similar issues will not arise again.

No dividends were declared post year-end.

### **Future developments**

The project continues to perform generally in line with the modelled expectations and management of the scheme both logistically and financially remains under control. The directors remain confident that the group will maintain the current level of performance and keep meeting the obligations under the contract.

### **Donations**

The group and company made no political donations during the year (2020: £nil).

# **Scottish Borders Education Partnership (Holdings) Limited**

## **Directors' Report** *(continued)*

**Year ended 31 December 2021**

### **Small company exemption**

This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006. The directors have taken advantage of the small companies exemptions provided by Sections 415A and 415B of the Companies Act 2006, which includes those in relation to the exemption from certain requirements of the Directors' report and the available exemption to not prepare a Strategic report.

### **Disclosure of information to the auditor**

In the case of each director in office at the date the Directors' Report is approved:

- so far as the director is aware, there is no relevant audit information of which the group's auditor is unaware; and
- they have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the group's auditor is aware of that information.

### **Independent auditor**

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and Johnston Carmichael LLP will therefore continue in office.

### **Going concern**

The directors have reviewed the group's projected cashflows by reference to a financial model covering accounting periods up to 31 December 2039. The directors have also examined the current status of the group's principal contracts and likely developments in the foreseeable future. Having reviewed the available information, the directors consider that the group and company will be able to meet its financial obligations on the due dates for the foreseeable future.

This report was approved by the Board of directors on 21 September 2022 and signed on behalf of the Board by:

  
A Naafs  
Director

Registered office:  
Part First Floor  
1 Grenfell Road  
Maidenhead  
Berkshire  
SL6 1HN

# Scottish Borders Education Partnership (Holdings) Limited

## Directors' Responsibilities Statement

Year ended 31 December 2021

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the group and company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the group and company and of the profit or loss of the group and company for that period. In preparing the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group and company will continue in business.

The directors are also responsible for safeguarding the assets of the group and company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the group and company's transactions and disclose with reasonable accuracy at any time the financial position of the group and company and enable them to ensure that the financial statements comply with the Companies Act 2006.

This report was approved by the Board of directors on 21 September 2022 and signed on behalf of the Board by:



A Naafs  
Director

Registered office:  
Part First Floor  
1 Grenfell Road  
Maidenhead  
Berkshire  
SL6 1HN

# **Scottish Borders Education Partnership (Holdings) Limited**

## **Independent Auditor's Report to the Members of Scottish Borders Education Partnership (Holdings) Limited**

**Year ended 31 December 2021**

### **Opinion**

We have audited the financial statements of Scottish Borders Education Partnership (Holdings) Limited (the 'parent company') and its subsidiaries (the 'Group') for the year ended 31 December 2021 which comprise of the Consolidated Profit and Loss Account, the Consolidated Balance Sheet, the Company Balance Sheet, the Consolidated Statement of Changes in Equity, the Company Statement of Changes in Equity, the Consolidated Cash Flow Statement and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

#### **In our opinion:**

- the financial statements give a true and fair view of the state of the group's and the parent company's affairs as at 31 December 2021 and of the group's profit for the year then ended;
- the group and parent company's financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the group and parent company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Conclusions relating to going concern**

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

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

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

# **Scottish Borders Education Partnership (Holdings) Limited**

## **Independent Auditor's Report to the Members of Scottish Borders Education Partnership (Holdings) Limited *(continued)***

**Year ended 31 December 2021**

### **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.

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

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

In the light of the knowledge and understanding of the group and the parent company and its environment obtained in the course of the audit, we have not identified material misstatements in the Directors' Report.

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors' were not entitled to prepare the financial statements in accordance with the small companies' regime and take advantage of the small companies' exemption in preparing the directors' report and form the requirement to prepare a strategic report.

### **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 group's and the parent 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 group or the parent company or to cease operations, or have no realistic alternative but to do so.

# **Scottish Borders Education Partnership (Holdings) Limited**

## **Independent Auditor's Report to the Members of Scottish Borders Education Partnership (Holdings) Limited *(continued)***

**Year ended 31 December 2021**

### **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.

#### *Extent to which the audit was considered capable of detecting irregularities and 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 specific procedures for this engagement and the extent to which these are capable of detecting irregularities, including fraud is detailed below.

We obtained an understanding of the legal and regulatory frameworks that are applicable to the group and parent company, focusing on provisions of those laws and regulations that had a direct effect on the determination of material amounts and disclosures in the financial statements. The most relevant frameworks we identified include:

- United Kingdom Accounting Standards, including Financial Reporting Standard FRS 102;
- UK Companies Act; and
- UK Corporation taxes legislation.

We gained an understanding of how the group and parent company are complying with these laws and regulations by making enquiries of management and those charged with governance. We corroborated these enquiries through our review of any relevant correspondence with regulatory bodies and board meeting minutes.

We assessed the susceptibility of the group and parent company's financial statements to material misstatement, including how fraud might occur, by meeting with management and those charged with governance to understand where it was considered there was susceptibility to fraud. This evaluation also considered how management and those charged with governance were remunerated and whether this provided an incentive for fraudulent activity. We considered the overall control environment and how management and those charged with governance oversee the implementation and operation of controls. In areas of the financial statements where the risks were considered to be higher, we performed procedures to address each identified risk.

The following procedures were performed to provide reasonable assurance that the financial statements were free of material fraud or error:

- reviewing minutes of meetings of those charged with governance for reference to: breaches of laws and regulation or for any indication of any potential litigation and claims; and events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud;
- reviewing the level of and reasoning behind the group's and parent company's procurement of legal and professional services;
- performing audit work procedures over the risk of management override of controls, including testing of journal entries and other adjustments for appropriateness, evaluating the business rationale of significant transactions outside the normal course of business and reviewing judgements made by management in their calculation of accounting estimates for potential management bias; and
- Agreement of the financial statement disclosure to supporting documentation.



# Scottish Borders Education Partnership (Holdings) Limited

## Independent Auditor's Report to the Members of Scottish Borders Education Partnership (Holdings) Limited *(continued)*

Year ended 31 December 2021

*Extent to which the audit was considered capable of detecting irregularities and fraud (continued)*

Our audit procedures were designed to respond to the risk of material misstatements in the financial statements, recognising that the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve intentional concealment, forgery, collusion, omission or misrepresentation. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we are to become aware of it.

A further description of our responsibilities is available on the Financial Reporting Council's website at: <https://www.frc.org.uk/Our-Work/Audit/Audit-and-assurance/Standards-and-guidance/Standards-and-guidance-for-auditors/Auditors-responsibilities-for-audit/Description-of-auditors-responsibilities-for-audit.aspx>. This description forms part of our auditor's report.

### 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.



Grant Roger (Senior Statutory Auditor)  
for and on behalf of Johnston Carmichael LLP  
Chartered Accountants and Statutory Auditors  
7-11 Melville Street  
Edinburgh  
EH3 7PE

Date: 21st September 2022

# **Scottish Borders Education Partnership (Holdings) Limited**

## **Consolidated Profit and Loss Account**

**Year ended 31 December 2021**

	Note	2021 £000	2020 £000
Turnover	4	4,485	5,177
Cost of sales		(3,294)	(3,718)
Administrative expenses		(70)	(34)
<b>Operating profit</b>	6	<b>1,121</b>	<b>1,425</b>
Interest receivable and similar income	8	3,536	3,499
Interest payable and similar expenses	9	(4,386)	(4,450)
<b>Profit before taxation</b>		<b>271</b>	<b>474</b>
Tax on profit	10	3	(107)
<b>Profit for the financial year</b>		<b>274</b>	<b>367</b>

The group has no other comprehensive income and expenses other than the results for the year as set out above. Accordingly, no separate statement of comprehensive income is presented.

The notes on pages 14 to 22 form part of these financial statements.

All the activities of the group are from continuing operations.

# Scottish Borders Education Partnership (Holdings) Limited

## Consolidated Balance Sheet

As at 31 December 2021

	Note	2021 £000	Restated 2020 £000
<b>Current assets</b>			
Debtors: amounts falling due within one year	13	2,517	2,408
Debtors: amounts falling due after more than one year	13	62,101	63,879
Restricted cash	14	8,961	4,843
Cash at bank and in hand		2,491	6,251
<b>Total current assets</b>		<b>76,070</b>	<b>77,381</b>
<b>Creditors: amounts falling due within one year</b>	15	<b>(5,737)</b>	<b>(4,559)</b>
<b>Net current assets</b>		<b>70,333</b>	<b>72,822</b>
<b>Total assets less current liabilities</b>		<b>70,333</b>	<b>72,822</b>
<b>Creditors: amounts falling due after more than one year</b>	16	<b>(70,059)</b>	<b>(72,359)</b>
<b>Provisions for other liabilities</b>	17	<b>(233)</b>	<b>(236)</b>
<b>Net assets</b>		<b>41</b>	<b>227</b>
<b>Capital and reserves</b>			
Called up share capital	18	10	10
Profit and loss account		31	217
<b>Total equity</b>		<b>41</b>	<b>227</b>

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small company regime.

The notes on pages 14 to 22 form part of these financial statements.

The financial statements on pages 8 to 22 were approved by the Board of directors on *21 September 2022* and signed on behalf of the Board by:

  
A. Naafs  
Director

Company registration number: 05829400

# Scottish Borders Education Partnership (Holdings) Limited

## Company Balance Sheet

As at 31 December 2021

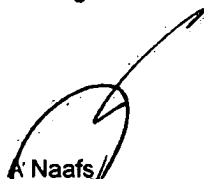
	Note	2021 £000	2020 £000
<b>Fixed assets</b>			
Investments	12	10	10
<b>Total assets less current liabilities</b>		<u>10</u>	<u>10</u>
<b>Capital and reserves</b>			
Called up share capital	18	10	10
<b>Total equity</b>		<u>10</u>	<u>10</u>

The profit for the financial year of the company was £460,000 (2020: £197,000).

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small company regime.

The notes on pages 14 to 22 form part of these financial statements.

The financial statements on pages 8 to 22 were approved by the Board of directors on *21 September 2021* and signed on behalf of the Board by:

  
A Naafs  
Director

Company registration number: 05829400

# **Scottish Borders Education Partnership (Holdings) Limited**

## **Consolidated Statement of Changes in Equity**

**Year ended 31 December 2021**

	Note	Called up share capital £000	Profit and loss account £000	Total equity £000
<b>At 1 January 2020</b>		<b>10</b>	<b>47</b>	<b>57</b>
Profit for the financial year		—	367	367
<b>Total comprehensive income for the financial year</b>		<b>—</b>	<b>367</b>	<b>367</b>
Dividends paid and payable	11	—	(197)	(197)
<b>Total investments by and distributions to owners</b>		<b>—</b>	<b>(197)</b>	<b>(197)</b>
<b>At 31 December 2020</b>		<b>10</b>	<b>217</b>	<b>227</b>
Profit for the financial year		—	274	274
<b>Total comprehensive income for the financial year</b>		<b>—</b>	<b>274</b>	<b>274</b>
Dividends paid and payable	11	—	(460)	(460)
<b>Total investments by and distributions to owners</b>		<b>—</b>	<b>(460)</b>	<b>(460)</b>
<b>At 31 December 2021</b>		<b>10</b>	<b>31</b>	<b>41</b>

The notes on pages 14 to 22 form part of these financial statements.

# Scottish Borders Education Partnership (Holdings) Limited

## Company Statement of Changes in Equity

Year ended 31 December 2021

	Note	Called up share capital £000	Profit and loss account £000	Total equity £000
<b>At 1 January 2020</b>		10	–	10
Profit for the financial year		–	197	197
<b>Total comprehensive income for the financial year</b>		–	197	197
Dividends paid and payable	11	–	(197)	(197)
<b>Total investments by and distributions to owners</b>		–	(197)	(197)
<b>At 31 December 2020</b>		10	–	10
Profit for the financial year		–	460	460
<b>Total comprehensive income for the financial year</b>		–	460	460
Dividends paid and payable	11	–	(460)	(460)
<b>Total investments by and distributions to owners</b>		–	(460)	(460)
<b>At 31 December 2021</b>		10	–	10

The notes on pages 14 to 22 form part of these financial statements.

# Scottish Borders Education Partnership (Holdings) Limited

## Consolidated Cash Flow Statement

Year ended 31 December 2021

	2021 £000	Restated 2020 £000
<b>Cash flows from operating activities</b>		
Profit for the financial year	274	367
<i>Adjustments for:</i>		
Interest receivable and similar income	(3,536)	(3,499)
Interest payable and similar expenses	4,386	4,450
Tax on profit	(3)	107
<i>Changes in:</i>		
Trade and other debtors	1,789	1,094
Trade and other creditors	175	579
Cash generated from operations	3,085	3,098
Interest paid	(2,548)	(2,611)
Interest received	3,536	3,499
Tax paid	(11)	—
Net cash generated from operating activities	4,062	3,986
<b>Cash flows from financing activities</b>		
Repayment of bond loan	(3,067)	(2,992)
Repayment of subordinated debt	(57)	(75)
Dividends paid	(580)	(197)
Net cash used in financing activities	(3,704)	(3,264)
Net increase in cash and cash equivalents	358	722
Cash and cash equivalents at beginning of year	11,094	10,372
Cash and cash equivalents at end of year	11,452	11,094

### Analysis of changes in net debt

	At 1 Jan 2021 £000	Cash flows £000	Other non-cash changes £000	At 31 Dec 2021 £000
Net cash:				
Cash at bank and in hand	11,094	358	—	11,452
Debt:				
Debt due within 1 year	(3,686)	3,067	(4,022)	(4,641)
Debt due after more than 1 year	(71,528)	57	2,204	(69,267)
	(75,214)	3,124	(1,818)	(73,908)
Net debt	(64,120)	3,482	(1,818)	(62,456)

The notes on pages 14 to 22 form part of these financial statements.

# **Scottish Borders Education Partnership (Holdings) Limited**

## **Notes to the Financial Statements**

**Year ended 31 December 2021**

### **1. General information**

The company is a private company limited by shares incorporated in the United Kingdom, which is registered and domiciled in the United Kingdom at Part First Floor, 1 Grenfell Road, Maidenhead, Berkshire, SL6 1HN. The company's principal activity is that of a holding company with a single subsidiary, Scottish Borders Education Partnership Limited.

### **2. Statement of compliance**

These financial statements were prepared in accordance with Section 1A of the Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland ("FRS 102") and the Companies Act 2006. The presentation currency of these financial statements is Pound Sterling and is rounded to the nearest thousand.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

### **3. Summary of significant accounting policies**

#### **Measurement convention**

The financial statements were prepared under the historical cost convention.

#### **Going concern**

The directors have reviewed the cash flow forecast and taking into account reasonable possible changes in operations, believe that the group and company will be able to settle liabilities as they fall due for payment for the foreseeable future and therefore consider that it is appropriate to prepare these financial statements on a going concern basis.

#### **Exemptions for qualifying entities under FRS 102**

The company is considered to be a qualifying entity (for the purposes of this FRS) and has applied the exemption available under FRS 102 in respect of the following disclosures:

- Cash Flow Statement and related notes.
- Basic Financial Instruments and Other Financial Instrument Issues.

#### **Critical accounting estimates and judgements**

The preparation of financial statements in conformity with FRS 102 requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based upon historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making judgements about carrying values of assets and liabilities that are not readily available from other sources. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of revision and future periods if the revision affects both current and future periods. Certain critical accounting estimates in applying the group's accounting policies are described below:



# **Scottish Borders Education Partnership (Holdings) Limited**

## **Notes to the Financial Statements *(continued)***

**Year ended 31 December 2021**

### **3. Summary of significant accounting policies *(continued)***

#### **Critical accounting estimates and judgements *(continued)***

Accounting for the service concession requires an estimation of service margins which is based on the forecasted results of the PFI contract. Quarterly management accounts are produced, which compare actual financial performance with a detailed financial model. Variances are investigated and consideration given to the impact of any major variances. The financial model is updated on a six-monthly basis, to reflect actual performance to date and accommodate any changes in economic assumptions such as RPI and UK corporation tax rate. These processes ensure that the project remains robust and viable throughout the life of the contract.

Interest payable on the indexed-linked bond is calculated using the effective interest rate method. The effective interest rate calculations are based on an index-linked coupon rate, under the terms of the funding agreement.

#### **Basis of consolidation**

The group financial statements consolidate the financial statements of the company and its subsidiary undertaking, Scottish Borders Education Partnership Limited up to 31 December 2021. The acquisition method of accounting has been adopted. The company has taken advantage of section 408 of the Companies Act 2006 not to publish its own Profit and Loss Account.

#### **Turnover**

Turnover represents the value of services rendered, excluding sales related taxes, and is recognised to the extent that the group obtains the right to consideration in exchange for its performance. During the construction phase, which completed on 20 July 2009, revenues in excess of net operating and finance costs were deferred until completion of construction, and are being released to the Profit and Loss Account over the remaining life of the concession. During the operational phase, turnover is recognised as contract activity progresses at a mark-up on costs related to the provision of services. In line with FRS 102 23.22(a), the mark-up is calculated based upon the forecast service revenues and costs over the concession period.

#### **Taxation**

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the Profit and Loss Account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. Deferred tax is not recognised on permanent differences arising because certain types of income or expense are non-taxable or are disallowable for tax or because certain tax charges or allowances are greater or smaller than the corresponding income or expense.

# Scottish Borders Education Partnership (Holdings) Limited

## Notes to the Financial Statements *(continued)*

Year ended 31 December 2021

### 3. Summary of significant accounting policies *(continued)*

#### **Taxation *(continued)***

Deferred tax is recognised on trading losses carried forward.

Deferred tax is measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the balance sheet date. Deferred tax balances are not discounted.

Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

#### **Investments**

Investments in subsidiary undertakings are stated at cost, less an appropriate provision to reflect any impairment in the value of the investments.

#### **Financial instruments**

##### *Trade and other debtors / creditors*

Trade and other debtors are recognised initially at transaction price less attributable transaction costs. Trade and other creditors are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest rate method, less any impairment losses in the case of trade debtors.

##### *Interest-bearing borrowings classified as basic financial instruments*

Interest-bearing borrowings are recognised initially at the present value of future payments discounted at a market rate of interest. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost, less any impairment losses.

##### *Cash and cash equivalents*

Cash and cash equivalents comprise cash balances and treasury deposits.

#### **Finance debtor**

The group is an operator of a PFI contract. The underlying asset is not deemed to be an asset of the group under FRS 102 section 34.12C, because the risks and rewards of ownership as set out in that Standard are deemed to lie principally with the Authority

During the construction phase of the project, all attributable expenditure was included in amounts recoverable on contracts and turnover. Upon becoming operational, the costs were transferred to the finance debtor. During the operational phase, income is allocated between interest receivable and the finance debtor using an asset specific interest rate. The remainder of the PFI unitary charge income is included within turnover in accordance with FRS 102 section 23.22(a). The group recognises income in respect of the services provided as it fulfils its contractual obligations in respect of those services and in line with the fair value of the consideration receivable in respect of those services.

#### **Prior year restatements**

At the balance sheet date, Creditors amounts falling due more than one year includes deferred income of £792,000 (2020: £831,000). In the prior year balance sheet, the corresponding deferred income was reported within Debtors falling due after more than one year. To aid comparability, the prior year balance sheet has been restated.

# Scottish Borders Education Partnership (Holdings) Limited

## Notes to the Financial Statements *(continued)*

Year ended 31 December 2021

### 3. Summary of significant accounting policies *(continued)*

#### Interest payable

Interest payable and similar expenses include interest payable on borrowings and associated on-going financing fees. Interest payable is recognised in the Profit and Loss Account, using the effective interest rate method.

#### Interest receivable

Interest receivable and similar income include interest receivable on funds invested and interest recognised on the finance debtor based upon the finance debtor accounting policy above.

### 4. Turnover

Turnover arises from:

	2021	2020
	£000	£000
Service income	4,485	5,177

The whole of the turnover is attributable to the principal activity of the group wholly undertaken in the United Kingdom.

### 5. Staff costs and directors' remuneration

The group and company had no employees during the year (2020: nil). No key management personnel received any remuneration during the year (2020: nil). The directors have no contract of service with the group.

### 6. Operating profit

Operating profit is stated after charging:

	2021	2020
	£000	£000
Provision for doubtful debts	44	12

### 7. Auditor's remuneration

	2021	2020
	£000	£000
Audit of these financial statements	14	13

The audit fee in respect of the group was £14,000 (2020: £13,000) and for the company £3,000 (2020: £2,000). All the group audit fees have been borne by the company's subsidiary undertaking, Scottish Borders Education Partnership Limited.

# Scottish Borders Education Partnership (Holdings) Limited

## Notes to the Financial Statements *(continued)*

Year ended 31 December 2021

### 8. Interest receivable and similar income

	2021 £000	2020 £000
Bank interest receivable	8	38
Finance debtor interest receivable	3,528	3,461
	<u>3,536</u>	<u>3,499</u>

Interest is imputed on the finance debtor using an asset specific interest rate of 5.72%.

### 9. Interest payable and similar expenses

	2021 £000	2020 £000
Interest payable on bank loan	3,613	3,637
Interest payable on subordinated debt	753	790
Other interest payable and similar expenses	20	23
	<u>4,386</u>	<u>4,450</u>

### 10. Tax on profit

#### Tax (income)/expense

	2021 £000	2020 £000
<b>Current tax:</b>		
UK current tax expense	111	11
Group relief	(111)	–
Total current tax	<u>–</u>	<u>11</u>
<b>Deferred tax:</b>		
Origination and reversal of timing differences	(3)	96
<b>Tax on profit</b>	<u>(3)</u>	<u>107</u>

#### Reconciliation of tax (income)/expense

The tax assessed on the profit before taxation for the year is lower than (2020: higher than) the standard rate of corporation tax in the UK of 19% (2020: 19%).

	2021 £000	2020 £000
Profit before taxation	271	474
Profit before taxation by rate of tax	52	90
Effect of changes in tax rates	56	17
Group relief	(111)	–
<b>Tax on profit</b>	<u>(3)</u>	<u>107</u>

# Scottish Borders Education Partnership (Holdings) Limited

## Notes to the Financial Statements *(continued)*

Year ended 31 December 2021

### 10. Tax on profit *(continued)*

#### Tax rate changes

In the budget on 3 March 2021, the Chancellor of the Exchequer announced that the UK Corporation tax rate will increase to 25% from 1 April 2023, which was enacted on 10 June 2021. This will increase the group's future current tax charge accordingly. Deferred tax at 31 December 2021 has been calculated based on the rate of 25% substantively enacted at the balance sheet date.

### 11. Dividends paid and payable

Dividends paid during the year (excluding those for which a liability existed at the end of the prior year):

	2021 £000	2020 £000
Dividends on ordinary shares	460	197

During the year the company effectively made a revised dividend payment of £460,000 (2020: £197,000) to its shareholder, BBGI Investments S.C.A. (an indirect and wholly owned subsidiary of BBGI Global Infrastructure S.A.). The revised dividend payment of £460,000 is after recognising the £120,000 over-declaration of dividend, which was then subsequently reimbursed by shareholders in July 2022 – as noted in the Directors' Report.

### 12. Investments

Company	Shares in subsidiary undertaking £000
Cost	
At 1 January 2021 and 31 December 2021	10
Accumulated impairment	
At 1 January 2021 and 31 December 2021	–
Carrying amount	
At 31 December 2021	10
At 31 December 2020	10

As at 31 December 2021 the company owns 100% of the issued share capital (£10,000) of Scottish Borders Education Partnership Limited, which is registered and domiciled in the United Kingdom at Part First Floor, 1 Grenfell Road, Maidenhead, Berkshire, SL6 1HN. The principal activity of Scottish Borders Education Partnership Limited is the provision of operational and maintenance services for three schools in the Scottish Borders (Eyemouth, Earliston and Berwickshire).

# Scottish Borders Education Partnership (Holdings) Limited

## Notes to the Financial Statements (continued)

Year ended 31 December 2021

### 13. Debtors

Debtors falling due within one year are as follows:

	Group		Company	
	2021	2020	2021	2020
	£000	£000	£000	£000
Trade debtors	115	207	–	–
Amounts due from shareholders	120	–	–	–
Finance debtor	2,183	2,177	–	–
Prepayments and accrued income	99	24	–	–
	<u>2,517</u>	<u>2,408</u>	<u>–</u>	<u>–</u>

Debtors falling due after more than one year are as follows:

	Group		Company	
	2021	Restated 2020	2021	2020
	£000	£000	£000	£000
Finance debtor	58,129	60,168	–	–
Prepayments and accrued income	3,972	3,711	–	–
	<u>62,101</u>	<u>63,879</u>	<u>–</u>	<u>–</u>

Trade debtors are stated net of provision of £44,000 (2020: £12,000)

### 14. Restricted cash

	Group		Company	
	2021	2020	2021	2020
	£000	£000	£000	£000
Restricted cash	<u>8,961</u>	<u>4,843</u>	<u>–</u>	<u>–</u>

The group is a party to a 31-year PFI agreement entered into on 30 January 2007. In order to fulfil its obligations under the PFI-agreement the group has granted a long term without recourse contract to a specialist FM Contracting provider. The group is obligated to keep a separate cash reserve in respect of future lifecycle costs. This restricted cash balance amounts to £5,392,000 at the year-end (2020: £4,843,000). Included in this balance is an amount of deferred lifecycle costs of £2,907,000 at year-end (2020: £2,655,000). The liability to the subcontractor is recognised within the financial model, which includes all of the forecast revenues and costs for the project, but it is not currently accrued in the accounts. It will be recognised in the accounts of the period when the works are completed.

The group is also required to keep a debt service reserve account in accordance with the funding documents. This restricted cash balance amounts to £2,534,000 (2020: £2,534,000). The prior year balance has not been restated on the balance sheet for presentation purposes but the amount of restricted cash for the prior year has been disclosed.

The group is also required to keep a change in law reserve account in accordance with the funding documents. This restricted cash balance amounts to £1,035,000 (2020: £1,035,000). The prior year balance has not been restated on the balance sheet for presentation purposes but the amount of restricted cash for the prior year has been disclosed.

# Scottish Borders Education Partnership (Holdings) Limited

## Notes to the Financial Statements *(continued)*

Year ended 31 December 2021

### 15. Creditors: amounts falling due within one year

	Group		Company	
	2021	2020	2021	2020
	£000	£000	£000	£000
Loans and bonds	4,469	3,514	-	-
Trade creditors	251	320	-	-
Corporation tax	-	11	-	-
Other taxation and social security	288	174	-	-
Subordinated debt (including accrued interest)	172	172	-	-
Retention	59	59	-	-
Accruals and deferred income	498	309	-	-
	<b>5,737</b>	<b>4,559</b>	<b>-</b>	<b>-</b>

### 16. Creditors: amounts falling due after more than one year

	Group		Company	
	2021	Restated 2020	2021	2020
	£000	£000	£000	£000
Loans and bonds	63,339	65,545	-	-
Subordinated debt	5,928	5,983	-	-
Accruals and deferred income	792	831	-	-
	<b>70,059</b>	<b>72,359</b>	<b>-</b>	<b>-</b>

Included within Loans and bonds is an amount repayable after five years of £50,208,000 (2020: £52,725,000) and included within subordinated debt are amounts repayable after five years of £5,914,000 (2020: £5,938,000).

Borrowings relates to senior secured funding totalling £68,330,000 of which £15,000,000 is held by Prudential Annuities Limited and £53,330,000 is held by Prudential Retirement Income Limited with a 2.604% index-linked coupon.

The senior bond facility of £68,330,000 is repayable in 61 six-monthly instalments up until 31 May 2038. As at 31 December 2021, loans and bonds includes an outstanding bond facility of £67,915,000 (2020: £69,621,000) and an effective interest rate adjustment of £(554,000) (2020: £(1,021,000)) in relation to the senior bond facility. At the year-end, interest payable on the senior bond facility was £447,000 (2020: £459,000).

The senior bond facility is secured by a fixed charge over all leasehold interests, book debts, project accounts and intellectual property of the group and by a floating charge over the group's undertakings and assets.

Subordinated debt of £6,100,000 (2020: £6,155,000) includes an unsecured loan facility of £6,204,000 (2020: £6,262,000) due to BBGI Investments S.C.A., and an effective interest rate adjustment £(282,000) (2020: £(286,000)) in relation to the subordinated loan facility. The subordinated loan facility bears interest at a fixed rate of 12% and is fully repayable by 2038. At the year-end, interest payable on the subordinated loan facility was £178,000 (2020: £179,000).

# Scottish Borders Education Partnership (Holdings) Limited

## Notes to the Financial Statements *(continued)*

Year ended 31 December 2021

### 17. Provisions for other liabilities

Group	Deferred tax liability £000
At 1 January 2021	236
Charge against provision	(3)
<b>At 31 December 2021</b>	<b>233</b>

The company does not have any provisions.

The deferred tax liability included in the group balance sheet is as follows:

	2021 £000	2020 £000
Deferred tax in relation to the effective interest rate adjustment	(233)	(236)

### 18. Called up share capital

Group and company

Issued, called up and fully paid

	2021		2020	
	No.	£000	No.	£000
Ordinary shares of £1 each	10,000	10	10,000	10

### 19. Related parties

During the year the group entered into the following transactions with related parties:

	Transactions with related parties		Payables to related parties	
	2021 £000	2020 £000	2021 £000	2020 £000
BBGI Investments S.C.A.	753	790	6,100	6,155

The group incurred interest of £753,000 (2020: £790,000) on the subordinated loan facility payable to BBGI Investments S.C.A. (an indirect and wholly owned subsidiary of BBGI Global Infrastructure S.A.). At the year-end there was £6,100,000 (2020: £6,155,000) payable to BBGI Investments S.C.A. in respect of the subordinated loan facility.

At year end BBGI Investments S.C.A. owed the group £120,000 in connection with an overpaid dividend from 2021. This was settled after the balance sheet date. Please refer to note 11 and 13

### 20. Parent undertaking

At 31 December 2021 and 31 December 2020, 100% of the share capital in the company was held by BBGI Investments S.C.A. (an indirect and wholly owned subsidiary of BBGI Global Infrastructure S.A.).

BBGI Global Infrastructure S.A. is the ultimate parent undertaking and controlling party during the years ended 31 December 2021 and 31 December 2020.

The largest group in which the results of the company are consolidated is that headed by Scottish Borders Education Partnership (Holdings) Limited, which is registered and domiciled in the United Kingdom at Part First Floor, 1 Grenfell Road, Maidenhead, Berkshire, SL6 1HN. Copies of Scottish Borders Education Partnership (Holdings) Limited financial statements can be obtained from Companies House, Crown Way, Cardiff, CF14 3UZ.