

Scottish Borders Education Partnership (Holdings) Limited
Financial Statements
31 December 2020



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Scottish Borders Education Partnership (Holdings) Limited

Financial Statements

Year ended 31 December 2020

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Scottish Borders Education Partnership (Holdings) Limited

Directors' Report

Year ended 31 December 2020

The directors present their report and the audited financial statements of the group for the year ended 31 December 2020.

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, Earlstoun 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.

On 23 March 2020, due to the global pandemic, the United Kingdom Government issued guidance that only essential business activities should continue. The group's Business Continuity Plan was reviewed and updated, and the FM contractor continues to provide essential services. There has been no financial or operational impact on the group due to Covid-19.

On 31 January 2020, the United Kingdom left the European Union and entered a transition period. The transition period ended on 31 December 2020 and the United Kingdom left the European Union single market and customs union. The group is not affected by the United Kingdom's withdrawal from the European Union, as the cash flows generated from the PFI concession asset are secured under contract with Scottish Borders Council, a government body.

The result for the group for the year is shown in the Consolidated Profit and Loss Account on page 9.

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

The directors approved and paid dividends of £197,000 (2019: £380,000) during the year. 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 (2019: £nil).

Scottish Borders Education Partnership (Holdings) Limited

Directors' Report *(continued)*

Year ended 31 December 2020

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

During the year, PricewaterhouseCoopers LLP resigned and Johnston Carmichael LLP were appointed to fill the casual vacancy arising. 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 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 June 2021 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 2020

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 June 2021 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 2020

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 2020 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'.

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 2020 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 director's 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 2020

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 by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company 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; and
- 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 2020

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.

As part of an audit in accordance with ISAs (UK), we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the group's or the parent company's financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the group's or the parent company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the group's or the parent company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the group or the parent company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation (ie. gives a true and fair view).
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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 2020

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 identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and then design and perform audit procedures responsive to those risks, including obtaining audit evidence that is sufficient and appropriate to provide a basis for our opinion.

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud and non-compliance with laws and regulations, we considered the following:

- the nature of the industry;
- results of our enquiries of management about their own identification and assessment of the risks of irregularities; and
- the matters discussed among the audit engagement team regarding how and where fraud might occur in the financial statements and any potential indicators of fraud.

As a result of these procedures, we considered the opportunities and incentives that may exist within the organisation for fraud and identified the greatest potential for fraud in the following areas: revenue recognition and future maintenance costs. In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override.

We also obtained an understanding of the legal and regulatory frameworks that the company operates in, 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 key laws and regulations we considered in this context included the UK Companies Act and tax legislation.

Our procedures to respond to risks identified included the following:

- recalculation of unitary charge by applying appropriate benchmark indexation to agreed base cost and RPI to the Office of National Statistics website;
- reviewing the application of calculated service margin to service costs to determine revenue amount recognised in the Consolidated Profit and Loss Account in the year, as disclosed in the accounting policy Finance debtor and service income;
- reviewing passthrough costs and related revenue to ensure these match and are legitimate passthrough costs in line with the contract;
- reviewing the financial statement disclosures to assess compliance with the laws and regulation described as having a direct effect on the financial statements;
- enquiring of management those charged with governance regarding the potential or known or suspected instances of non-compliance with laws and regulations, where they consider fraud is more likely to occur and extent of any litigation claims;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- reviewing board minutes for indicators of any breaches of laws and regulations, litigation or claims;
- in addressing the risk of fraud through management override of controls, testing the appropriateness of journal entries and other adjustments; assessing whether the judgements made in making estimates are indicative of a potential bias;
- evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business;
- recalculation of Lifecycle Management Fee by applying appropriate benchmark indexation to agree base cost; and

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 2020

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

- tracing a sample of lifecycle costs incurred to invoice and payment through the bank. Ensuring that the year-end accrual is complete.

We also communicated relevant identified laws and regulations and potential fraud risks to all engagement team members and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

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: 22 June 2021

Scottish Borders Education Partnership (Holdings) Limited

Consolidated Profit and Loss Account

Year ended 31 December 2020

	Note	2020 £000	2019 £000
Turnover	4	5,177	3,837
Cost of sales		(3,718)	(2,709)
Administrative expenses		(34)	(17)
Operating profit	6	1,425	1,111
Interest receivable and similar income	8	3,499	3,794
Interest payable and similar expenses	9	(4,450)	(4,544)
Profit before taxation		474	361
Tax on profit	10	(107)	(67)
Profit for the financial year		367	294

The notes on pages 15 to 24 form part of these financial statements.

All the activities of the group are from continuing operations.

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

Scottish Borders Education Partnership (Holdings) Limited

Consolidated Balance Sheet

As at 31 December 2020

	Note	2020 £000	2019 £000
Current assets			
Debtors: amounts falling due within one year	13	2,408	2,401
Debtors: amounts falling due after more than one year	13	63,048	64,980
Restricted cash	14	4,843	–
Cash at bank and in hand		6,251	10,372
Total current assets		76,550	77,753
Creditors: amounts falling due within one year	15	(4,559)	(4,747)
Net current assets		71,991	73,006
Total assets less current liabilities		71,991	73,006
Creditors: amounts falling due after more than one year	16	(71,528)	(72,809)
Provisions for other liabilities	17	(236)	(140)
Net assets		227	57
Capital and reserves			
Called up share capital	18	10	10
Profit and loss account		217	47
Total equity		227	57

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

The notes on pages 15 to 24 form part of these financial statements.

The financial statements on pages 9 to 24 were approved by the Board of directors on 21 June 2021 and signed on behalf of the Board by:


A Naafs
Director

Company registration number: 5829400

Scottish Borders Education Partnership (Holdings) Limited

Company Balance Sheet

As at 31 December 2020

	Note	2020 £000	2019 £000
Fixed assets			
Investments	12	10	10
Current assets			
Cash at bank and in hand		—	1
Total current assets		—	1
Creditors: amounts falling due within one year	15	—	(1)
Total assets less current liabilities		<u>10</u>	<u>10</u>
Capital and reserves			
Called up share capital	18	<u>10</u>	<u>10</u>
Total equity		<u>10</u>	<u>10</u>

The profit for the financial year of the company was £197,000 (2019: £380,000).

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

The notes on pages 15 to 24 form part of these financial statements.

The financial statements on pages 9 to 24 were approved by the Board of directors on ...*21 June 2021*... and signed on behalf of the Board by:


A Naafs
Director

Company registration number: 5829400

Scottish Borders Education Partnership (Holdings) Limited

Consolidated Statement of Changes in Equity

Year ended 31 December 2020

	Note	Called up share capital £000	Profit and loss account £000	Total equity £000
At 1 January 2019		10	133	143
Profit for the financial year		–	294	294
Total comprehensive income for the financial year		–	294	294
Dividends paid and payable	11	–	(380)	(380)
Total investments by and distributions to owners		–	(380)	(380)
At 31 December 2019		10	47	57
Profit for the financial year		–	367	367
Total comprehensive income for the financial year		–	367	367
Dividends paid and payable	11	–	(197)	(197)
Total investments by and distributions to owners		–	(197)	(197)
At 31 December 2020		10	217	227

The notes on pages 15 to 24 form part of these financial statements.

Scottish Borders Education Partnership (Holdings) Limited

Company Statement of Changes in Equity

Year ended 31 December 2020

	Note	Called up share capital £000	Profit and loss account £000	Total equity £000
At 1 January 2019		10	–	10
Profit for the financial year		–	380	380
Total comprehensive income for the financial year		–	380	380
Dividends paid and payable	11	–	(380)	(380)
Total investments by and distributions to owners		–	(380)	(380)
At 31 December 2019		10	–	10
Profit for the financial year		–	197	197
Total comprehensive income for the financial year		–	197	197
Dividends paid and payable	11	–	(197)	(197)
Total investments by and distributions to owners		–	(197)	(197)
At 31 December 2020		10	–	10

The notes on pages 15 to 24 form part of these financial statements.

Scottish Borders Education Partnership (Holdings) Limited

Consolidated Cash Flow Statement

Year ended 31 December 2020

	2020 £000	2019 £000
Cash flows from operating activities		
Profit for the financial year	367	294
<i>Adjustments for:</i>		
Interest receivable and similar income	(3,499)	(3,794)
Interest payable and similar expenses	4,450	4,544
Tax on profit	107	67
<i>Changes in:</i>		
Trade and other debtors	1,925	2,393
Trade and other creditors	(252)	(686)
Cash generated from operations	3,098	2,818
Interest paid	(2,611)	(2,642)
Interest received	3,499	3,794
Net cash generated from operating activities	3,986	3,970
Cash flows from financing activities		
Repayment of bond loan	(2,992)	(2,879)
Repayment of subordinated debt	(75)	(61)
Dividends paid	(197)	(380)
Net cash used in financing activities	(3,264)	(3,320)
Net increase in cash and cash equivalents	722	650
Cash and cash equivalents at beginning of year	10,372	9,722
Cash and cash equivalents at end of year	11,094	10,372

Analysis of changes in net debt

	At 1 Jan 2020 £000	Cash flows £000	Other non-cash changes £000	At 31 Dec 2020 £000
Net cash:				
Cash at bank and in hand	10,372	722	–	11,094
Debt:				
Debt due within 1 year	(3,652)	2,992	(3,026)	(3,686)
Debt due after more than 1 year	(72,809)	75	1,206	(71,528)
	(76,461)	3,067	(1,820)	(75,214)
Net debt	(66,089)	3,789	(1,820)	(64,120)

The notes on pages 15 to 24 form part of these financial statements.

Scottish Borders Education Partnership (Holdings) Limited

Notes to the Financial Statements

Year ended 31 December 2020

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 2020

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 2020. 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.

Deferred tax is recognised on trading losses carried forward.

Scottish Borders Education Partnership (Holdings) Limited

Notes to the Financial Statements *(continued)*

Year ended 31 December 2020

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

Taxation *(continued)*

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.

Scottish Borders Education Partnership (Holdings) Limited

Notes to the Financial Statements *(continued)*

Year ended 31 December 2020

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

Finance debtor *(continued)*

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.

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:

	2020 £000	2019 £000
Service income	5,177	3,837

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 (2019: nil). No key management personnel received any remuneration during the year (2019: nil). The directors have no contract of service with the group.

6. Operating profit

Operating profit is stated after charging:

	2020 £000	2019 £000
Provision for doubtful debts	12	–

7. Auditor's remuneration

	2020 £000	2019 £000
Audit of these financial statements	13	15

Scottish Borders Education Partnership (Holdings) Limited

Notes to the Financial Statements *(continued)*

Year ended 31 December 2020

7. Auditor's remuneration *(continued)*

The audit fee in respect of the group was £13,000 (2019: £15,000) and for the company £2,000 (2019: £3,000). All the group audit fees have been borne by the company's subsidiary undertaking, Scottish Borders Education Partnership Limited.

Auditor's remuneration is paid to Johnston Carmichael LLP (2019: PricewaterhouseCoopers LLP).

8. Interest receivable and similar income

	2020 £000	2019 £000
Bank interest receivable	38	57
Finance debtor interest receivable	3,461	3,737
	<u>3,499</u>	<u>3,794</u>

Interest is imputed on the finance debtor using an asset specific interest rate of 5.27%.

9. Interest payable and similar expenses

	2020 £000	2019 £000
Interest and indexation on bond	3,637	3,729
Interest payable on subordinated debt	790	797
Other interest payable and similar expenses	23	18
	<u>4,450</u>	<u>4,544</u>

10. Tax on profit

Tax expense

	2020 £000	2019 £000
Current tax:		
UK current tax expense	11	–
Adjustments in respect of prior periods	–	12
Total current tax	<u>11</u>	<u>12</u>
Deferred tax:		
Origination and reversal of timing differences	<u>96</u>	<u>55</u>
Tax on profit	<u>107</u>	<u>67</u>

Scottish Borders Education Partnership (Holdings) Limited

Notes to the Financial Statements *(continued)*

Year ended 31 December 2020

10. Tax on profit *(continued)*

Reconciliation of tax expense

The tax assessed on the profit before taxation for the year is higher than (2019: lower than) the standard rate of corporation tax in the UK of 19% (2019: 19%).

	2020 £000	2019 £000
Profit before taxation	474	361
Profit before taxation by rate of tax	90	69
Adjustments in respect of prior periods	–	12
Effect of changes in tax rates	17	(14)
Tax on profit	107	67

Factors that may affect future tax expense

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. This will increase the group's future current tax charge accordingly. Deferred tax at 31 December 2020 has been calculated based on the rate of 19% 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):

	2020 £000	2019 £000
Dividends on ordinary shares	197	380

During the year the company made a dividend payment of £197,000 (2019: £380,000) to its shareholder, BBGI Investments S.C.A. (an indirect and wholly owned subsidiary of BBGI Global Infrastructure S.A. (formerly BBGI SICAV S.A.)).

12. Investments

Company	Shares in subsidiary undertaking £000
Cost	
At 1 January 2020 and 31 December 2020	10
Accumulated impairment	
At 1 January 2020 and 31 December 2020	–
Carrying amount	
At 31 December 2020	10
At 31 December 2019	10

Scottish Borders Education Partnership (Holdings) Limited

Notes to the Financial Statements *(continued)*

Year ended 31 December 2020

12. Investments *(continued)*

As at 31 December 2020 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, Earlston and Berwickshire).

13. Debtors

Debtors falling due within one year are as follows:

	Group		Company	
	2020	2019	2020	2019
	£000	£000	£000	£000
Trade debtors	207	483	-	-
Finance debtor	2,177	1,889	-	-
Prepayments and accrued income	24	29	-	-
	<u>2,408</u>	<u>2,401</u>	<u>-</u>	<u>-</u>

Debtors falling due after one year are as follows:

	Group		Company	
	2020	2019	2020	2019
	£000	£000	£000	£000
Finance debtor	60,168	62,434	-	-
Prepayments and accrued income	2,880	2,546	-	-
	<u>63,048</u>	<u>64,980</u>	<u>-</u>	<u>-</u>

14. Restricted cash

	Group		Company	
	2020	2019	2020	2019
	£000	£000	£000	£000
Restricted cash	<u>4,843</u>	<u>-</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 £4,843,000 at the year-end (2019: £4,192,000). Included in this balance is an amount of deferred lifecycle costs of £2,655,000 at year-end (2019: £2,203,000). 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 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 2020

15. Creditors: amounts falling due within one year

	Group		Company	
	2020	2019	2020	2019
	£000	£000	£000	£000
Loans and bonds	3,514	3,471	-	-
Trade creditors	320	253	-	-
Amounts owed to group undertakings	-	-	-	1
Corporation tax	11	-	-	-
Taxation and social security	174	274	-	-
Subordinated debt (including accrued interest)	172	181	-	-
Retention	30	59	-	-
Other creditors	29	-	-	-
Accruals and deferred income	309	509	-	-
	<u>4,559</u>	<u>4,747</u>	<u>-</u>	<u>1</u>

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

	Group		Company	
	2020	2019	2020	2019
	£000	£000	£000	£000
Loans and bonds	65,545	66,790	-	-
Subordinated debt	5,983	6,019	-	-
	<u>71,528</u>	<u>72,809</u>	<u>-</u>	<u>-</u>

Included within Loans and bonds is an amount repayable after five years of £52,725,000 (2019: £54,289,000) and included within subordinated debt are amounts repayable after five years of £5,938,000 (2019: £6,017,000).

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 2020, loans and bonds includes an outstanding bond facility of £69,621,000 (2019: £70,725,000) and an effective interest rate adjustment of £(1,021,000) (2019: £(928,000)) in relation to the senior bond facility. At the year-end, interest payable on the senior bond facility was £459,000 (2019: £464,000).

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 £6,155,000 (2019: £6,200,000) includes an unsecured loan facility of £6,262,000 (2019: £6,336,000) due to BBGI Investments S.C.A., and an effective interest rate adjustment £(286,000) (2019: £(317,000)) 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 £179,000 (2019: £181,000).

Scottish Borders Education Partnership (Holdings) Limited

Notes to the Financial Statements *(continued)*

Year ended 31 December 2020

17. Provisions for other liabilities

Group	Deferred tax liability £000
At 1 January 2020	140
Additions	96
At 31 December 2020	236

The company does not have any provisions.

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

	2020 £000	2019 £000
Deferred tax in relation to trading losses carried forward	–	124
Deferred tax in relation to the effective interest rate adjustment	(236)	(264)
	(236)	(140)

Under FRS 102 29.24A, the group has presented the deferred tax asset and the deferred tax liability on a net basis as the taxes are levied by the same tax authority.

18. Called up share capital

Group and company

Issued, called up and fully paid

	2020		2019	
	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	
	2020 £000	2019 £000	2020 £000	2019 £000
BBGI Investments S.C.A.	790	797	6,155	6,200

The group incurred interest of £790,000 (2019: £797,000) on the subordinated loan facility payable to BBGI Investments S.C.A. (an indirect and wholly owned subsidiary of BBGI Global Infrastructure S.A. (formerly BBGI SICAV S.A.)). At the year-end there was £6,155,000 (2019: £6,200,000) payable to BBGI Investments S.C.A. in respect of the subordinated loan facility.

Scottish Borders Education Partnership (Holdings) Limited

Notes to the Financial Statements *(continued)*

Year ended 31 December 2020

20. Parent undertaking

At 31 December 2020 and 31 December 2019, 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. (formerly BBGI SICAV S.A.)).

BBGI Global Infrastructure S.A. (formerly BBGI SICAV S.A.) is the ultimate parent undertaking and controlling party during the years ended 31 December 2020 and 31 December 2019.

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.