

Report of the Members and
Financial Statements for the Year Ended 31 July 2018
for
Sussex Estates And Facilities LLP

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Sussex Estates And Facilities LLP

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for the Year Ended 31 July 2018

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Sussex Estates And Facilities LLP

General Information
for the Year Ended 31 July 2018

DESIGNATED MEMBERS: Interserve (Facilities Management) Limited
Sussex U H Limited

REGISTERED OFFICE: Capital Tower
91 Waterloo Road
London
SE1 8RT

REGISTERED NUMBER: OC388673 (England and Wales)

AUDITORS: BDO LLP
2 City Place
Beehive Ring Road
Gatwick
West Sussex
RH6 0PA

Sussex Estates And Facilities LLP

Report of the Members for the Year Ended 31 July 2018

The members present their report with the financial statements of Sussex Estates And Facilities LLP for the year ended 31 July 2018.

PRINCIPAL ACTIVITY

The principal activity of the LLP in the year under review was that of providing total facilities management to the University of Sussex and associated companies.

DESIGNATED MEMBERS

The designated members during the period under review were:

Interserve (Facilities Management) Limited (from 22.10.2013)
Sussex U H Limited (from 22.10.2013)

Senior Management Board

A Spencer	- Chairman and representing Sussex U H Limited (Stepped down as chair 27 th Oct 2017)
T Westlake	- Chairman and representing Sussex U H Limited (Appointed on 27 th Oct 2017)
K Inglis	- Representing Sussex U H Limited (Resigned 18 th Oct 2017)
M Davies	- Representing Sussex U H Limited (Resigned 18 th Oct 2017)
S Neale	- Representing Sussex U H Limited (Appointed on 27 th Oct 2017)
C Roberts	- Representing Interserve (Facilities Management) Limited
M Burholt	- Representing Interserve (Facilities Management) Limited

RESULTS FOR THE YEAR AND ALLOCATION TO MEMBERS

The profit for the year before members' remuneration and profit shares was £2,268,830 (2017 - £2,235,060 profit).

Sussex Estates And Facilities LLP

Report of the Members for the Year Ended 31 July 2018

MEMBERS' INTERESTS

Capital

The designated Members have contributed to the LLP the total sum of £100,000 of capital. Sussex U H Limited contributed £65,000 (65%) and Interserve (Facilities Management) Limited £35,000 (35%), which shall represent the limit of the Members' liability less any amount contributed in accordance with the Interim Agreement and the same shall be credited to each Member's Capital Account.

Neither the Members, nor the Senior Management Board, nor the Management Board may call for the Members to contribute any further capital upon the insolvency of the LLP. However, subject to clauses set out in the terms of the LLP agreement, the Members shall contribute such further capital as the Senior Management Board may determine (subject to unanimous approval of the Senior Management Board) as being required for the purposes of the LLP provided always that such further capital contributions shall be made in the same proportions as the capital contributions set out in terms of the LLP agreement and that no Member shall be permitted to make any further capital contribution to the extent that such further capital contribution causes or results in an increase in that Member's interest in the LLP in excess of the proportion of that interest set out in these terms.

Subject to the terms of the LLP, the Members shall share any profits or losses of a capital nature, as certified by the Auditors, in the proportions as their respective interests in the LLP. No Member is entitled to receive interest on the amount of its proportion of the capital contributed to the LLP. Subject to the provisions in the terms of the LLP, unless otherwise decided by a unanimous decision of the Senior Management Board, a Member shall not withdraw or receive back any part of the sum credited to its Capital Account.

Trading Profits and Losses

Subject to the terms of the LLP agreement, the trading profits or losses of the LLP, shall be allocated between the Members in the proportions set out in these terms and shall be credited to each Member's Current Account as soon as the annual accounts for the relevant Financial Year are approved by the Members in accordance with the terms of the LLP. For the avoidance of doubt, profits or losses shall be calculated after deduction of the Management Services Charge and the SubCo Management Services Charge as expenses in the relevant period.

Drawings

Drawings on account of actual or estimated profits (which are available for distribution to Members) may only be made with the prior approval of the Senior Management Board acting by simple majority in accordance with the terms of the LLP, on the last Working Day of each of January, April, July and October. If any Member withdraws from its Current Account funds in excess of its actual profit share (which is available for distribution) in a Financial Year, as determined in accordance with the terms of the LLP, that Member shall repay the excess drawings to the LLP immediately together with interest on the excess at the Interest Rate.

If the LLP has incurred any Service Credits (as defined in the TFM Services Agreement) in the three (3) month period prior to the last Working Day of the relevant quarter, the Supplier shall not be entitled to any drawings of actual or estimated profits relating to any innovation projects implemented by the LLP to assist the University to achieve its strategic objectives; and/or any business opportunities undertaken by the LLP for third parties.

GOING CONCERN

After making enquiries, the members have a reasonable expectation that the LLP has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and accounts.

Sussex Estates And Facilities LLP

Report of the Members
for the Year Ended 31 July 2018

STATEMENT OF MEMBERS' RESPONSIBILITIES

The members are responsible for preparing the Report of the Members and the LLP financial statements in accordance with applicable law and regulations.

The Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008 require the members to prepare LLP financial statements for each financial year. Under that law the members have elected to prepare the LLP financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice). Under Regulation 8 of the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008 the members 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 LLP and of the profit or loss of the LLP for that period. In preparing these financial statements, the members are required to:

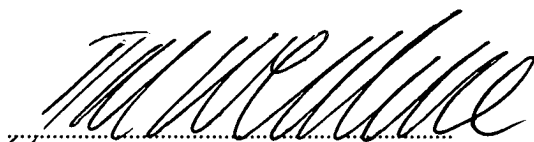
- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;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

Under Regulation 6 of the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008, the members are responsible for keeping adequate accounting records that are sufficient to show and explain the LLP's transactions and disclose with reasonable accuracy at any time the financial position of the LLP and enable them to ensure that the financial statements comply with those regulations. They have general responsibility for taking such steps as are reasonable open to them to safeguard the assets of the LLP and to prevent and detect fraud and other irregularities.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the members are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the LLP's auditors are unaware, and each member has taken all the steps that he ought to have taken as a member in order to make himself aware of any relevant audit information and to establish that the LLP's auditors are aware of that information.

ON BEHALF OF THE MEMBERS:



Sussex U H Limited - Designated member

Date: 16th November 2018

Report of the Independent Auditors to the Members of
Sussex Estates And Facilities LLP

Opinion

We have audited the financial statements of Sussex Estates And Facilities LLP (the 'LLP') for the year ended 31 July 2018 on pages seven to fifteen. 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 LLP's affairs as at 31 July 2018 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006 as applied to LLPs by the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008.

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 Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the LLP 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

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

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

Other information

The members are responsible for the other information. The other information comprises the information in the Report of the Members, but does not include the financial statements and our Report of the Auditors thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, 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.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 as applied to LLPs 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
- we have not received all the information and explanations we require for our audit.

Report of the Independent Auditors to the Members of
Sussex Estates And Facilities LLP

Responsibilities of members

As explained more fully in the Statement of Members' Responsibilities set out on pages three and four, the members 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 members determine 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 members are responsible for assessing the LLP'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 members either intend to liquidate the LLP or to cease operations, or have no realistic alternative but to do so.


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

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at www.frc.org.uk/auditorsresponsibilities. This description forms part of our Report of the Auditors.

Use of our report

This report is made solely to the LLP's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006 as applied to LLPs by the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008. Our audit work has been undertaken so that we might state to the LLP's members those matters we are required to state to them in a Report of the Auditors and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the LLP and the LLP's members as a body, for our audit work, for this report, or for the opinions we have formed.


James Aston MBE (Senior Statutory Auditor)
for and on behalf of BDO LLP, Statutory Auditor
2 City Place
Beehive Ring Road
Gatwick
West Sussex
RH6 0PA

Date: ²⁹~~16~~ November 2018

Sussex Estates And Facilities LLP

Income Statement
for the Year Ended 31 July 2018

	Notes	2018 £'000	2017 £'000
TURNOVER	3	35,689	35,639
Cost of sales		<u>(33,406)</u>	<u>(33,337)</u>
GROSS PROFIT		2,283	2,302
Administrative expenses		<u>(14)</u>	<u>(67)</u>
OPERATING PROFIT and PROFIT FOR THE FINANCIAL YEAR BEFORE MEMBERS' REMUNERATION AND PROFIT SHARES AVAILABLE FOR DISCRETIONARY DIVISION AMONG MEMBERS		<u>2,269</u>	<u>2,235</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		<u>2,269</u>	<u>2,235</u>

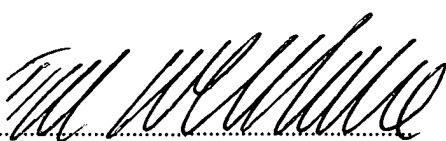
The notes form part of these financial statements

Sussex Estates And Facilities LLP (Registered number: OC388673)

Balance Sheet
31 July 2018

	Notes	2018 £'000	2017 £'000
FIXED ASSETS			
Tangible assets	7	33	42
CURRENT ASSETS			
Stocks	8	3	20
Debtors	9	5,132	5,873
Cash in hand		<u>4,596</u>	<u>3,971</u>
		9,731	9,864
CREDITORS			
Amounts falling due within one year	10	<u>(7,395)</u>	<u>(7,570)</u>
NET CURRENT ASSETS		<u>2,336</u>	<u>2,294</u>
TOTAL ASSETS LESS CURRENT LIABILITIES and NET ASSETS ATTRIBUTABLE TO MEMBERS		<u>2,369</u>	<u>2,336</u>
LOANS AND OTHER DEBTS DUE TO MEMBERS	11	2,269	2,236
MEMBERS' OTHER INTERESTS			
Capital accounts		<u>100</u>	<u>100</u>
		<u>2,369</u>	<u>2,336</u>
TOTAL MEMBERS' INTERESTS			
Loans and other debts due to members	11	2,269	2,236
Members' other interests		<u>100</u>	<u>100</u>
		<u>2,369</u>	<u>2,336</u>

The financial statements were approved by the members of the LLP on 16th November 2018 and were signed by:


Sussex UH Limited - Designated member

The notes form part of these financial statements

Sussex Estates And Facilities LLP

Reconciliation of Members' Interests
for the Year Ended 31 July 2018

	Members' capital (classified as equity) £'000	EQUITY Members' other interests	
		Other reserves £'000	Total £'000
Balance at 1 August 2017	100	-	100
Profit for the financial year available for Discretionary division among members	-	2,268	2,268
Members' interests after profit for the year	100	2,268	2,368
Other divisions of profit	-	(2,268)	(2,268)
Balance at 31 July 2018	100	-	100

	DEBT		TOTAL	
	Loans and other debts due to members less any amounts due from members in debtors		MEMBERS' INTERESTS	
	Other amounts		Total £'000	£'000
Amount due to members	1		1	101
Amount due from members	-		-	
Balance at 1 August 2017	1		1	101
Profit for the financial year available for Discretionary division among members	-		-	2,268
Members' interests after profit for the year	1		1	2,369
Other divisions of profit	2,268		2,268	-
Amount due to members	2,269		2,269	
Amount due from members	-		-	
Balance at 31 July 2018	2,269		2,269	2,369

The notes form part of these financial statements

Sussex Estates And Facilities LLP

Reconciliation of Members' Interests
for the Year Ended 31 July 2018

	Members' capital (classified as equity) £'000	EQUITY Members' other interests	
		Other reserves £'000	Total £'000
Balance at 1 August 2016	100	-	100
Profit for the financial year available for discretionary division among members	-	2,235	2,235
Members' interests after profit for the year	100	2,235	2,335
Other divisions of profit	-	(2,235)	(2,235)
Balance at 31 July 2017	100	-	100

	DEBT	TOTAL	
	Loans and other debts due to members less any amounts due from members in debtors Other amounts	MEMBERS' INTERESTS Total £'000	£'000
Amount due to members	1		
Amount due from members	-		
Balance at 1 August 2016	1		101
Profit for the financial year available for discretionary division among members	-		2,235
Members' interests after profit for the year	1		2,336
Other divisions of profit	2,235		-
Amount due to members	2,236		
Amount due from members	-		
Balance at 31 July 2017	2,236		2,336

The notes form part of these financial statements

1. STATUTORY INFORMATION

Sussex Estates And Facilities LLP is registered in England and Wales. The LLP's registered number and registered office address can be found on the General Information page.

2. ACCOUNTING POLICIES

Basis of preparing the financial statements

Sussex Estates And Facilities LLP is a company incorporated in the United Kingdom under the Companies Act. The address of the registered office is given on page 1. The nature of the company's operation and its principal activities are set out in the report of the members on pages 2 to 4.

The company meets the definition of a qualifying entity under FRS 100 (Financial Reporting Standard 100) issued by the Financial Reporting Council.

These financial statements were prepared in accordance with FRS 102 (Financial Reporting Standard 102) 'Reduced Disclosure Framework' as issued by the Financial Reporting Council.

The financial statements have been prepared on the historical cost basis.

Details of the parent whose consolidated financial statements the company is included are shown in note 13 to the financial statements.

The LLP has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 7 Statement of Cash Flows;
- the requirement of Section 3 Financial Statement Presentation paragraph 3.17(d);
- the requirements of Section 11 Financial Instruments paragraphs 11.41(b), 11.41(c), 11.41(e), 11.41(f), 11.42, 11.44, 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b) and 11.48(c);
- the requirements of Section 12 Other Financial Instruments paragraphs 12.26, 12.27, 12.29(a), 12.29(b) and 12.29A.
- the requirement of Section 33 Related Party Disclosures paragraph 33.7

Turnover

Turnover represents sales to customers, excluding value added tax, and arises from the principal activities of the company. Turnover is recognised on completion of the contracted services.

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life. The estimated useful economic lives range from 3 to 7 years.

2. ACCOUNTING POLICIES - continued

Distribution to members

Subject to the terms of the LLP agreement, the trading profits or losses of the LLP, shall be allocated between the Members in the proportions set out in these terms and shall be credited to each Member's Current Account as soon as the annual accounts for the relevant Financial Year are approved by the Members in accordance with the terms of the LLP. For the avoidance of doubt, profits or losses shall be calculated after deduction of the Management Services Charge and the SubCo Management Services Charge as expenses in the relevant period.

Repayment of capital

The designated Members have contributed to the LLP the total sum of £100,000 of capital. Sussex U H Limited contributed £65,000 (65%) and Interserve (Facilities Management) Limited £35,000 (35%), which shall represent the limit of the Members' liability less any amount contributed in accordance with the Interim Agreement and the same shall be credited to each Member's Capital Account.

Neither the Members, nor the Senior Management Board, nor the Management Board may call for the Members to contribute any further capital upon the insolvency of the LLP. However, subject to clauses set out in the terms of the LLP agreement, the Members shall contribute such further capital as the Senior Management Board may determine (subject to unanimous approval of the Senior Management Board) as being required for the purposes of the LLP provided always that such further capital contributions shall be made in the same proportions as the capital contributions set out in terms of the LLP agreement and that no Member shall be permitted to make any further capital contribution to the extent that such further capital contribution causes or results in an increase in that Member's interest in the LLP in excess of the proportion of that interest set out in these terms.

Subject to the terms of the LLP, the Members shall share any profits or losses of a capital nature, as certified by the Auditors, in the proportions as their respective interests in the LLP. No Member is entitled to receive interest on the amount of its proportion of the capital contributed to the LLP. Subject to the provisions in the terms of the LLP, unless otherwise decided by a unanimous decision of the Senior Management Board, a Member shall not withdraw or receive back any part of the sum credited to its Capital Account.

3. TURNOVER

The turnover and profit for the financial year before members' remuneration and profit shares are attributable to the one principal activity of the LLP.

An analysis of turnover by class of business for the year ended 31 July 2018 is given below:

	2018	2017
	£'000	£'000
Project Management	20,841	21,685
Site Services	7,575	7,034
Estate Services	4,351	4,262
General Management	2,233	1,991
Transport	690	667
	<u>35,690</u>	<u>35,639</u>

Sussex Estates And Facilities LLP

Notes to the Financial Statements
for the Year Ended 31 July 2018

4. **EMPLOYEE INFORMATION**

	2018	2017
	£'000	£'000
Wages and salaries	6,064	5,626
Social security costs	470	435
Other pension costs	<u>377</u>	<u>357</u>
	<u>6,911</u>	<u>6,418</u>

The average monthly number of employees during the year was as follows:

	2018	2017
Staff	294	269
Management	7	7
Administration	4	4
Helpdesk	<u>4</u>	<u>4</u>
	<u>309</u>	<u>284</u>

5. **OPERATING PROFIT**

The operating profit is stated after charging:

	2018	2017
	£'000	£'000
Depreciation - owned assets	10	7
Auditor Remuneration	<u>19</u>	<u>18</u>

6. **INFORMATION IN RELATION TO MEMBERS**

	2018	2017
The average number of members during the year was	<u>2</u>	<u>2</u>

7. **TANGIBLE FIXED ASSETS**

	Plant and machinery £'000	Computer equipment £'000	Totals £'000
COST			
At 1 August 2017	52	1	53
Additions	<u>-</u>	<u>1</u>	<u>1</u>
At 31 July 2018	<u>52</u>	<u>2</u>	<u>54</u>
DEPRECIATION			
At 1 August 2017	11	-	11
Charge for year	<u>9</u>	<u>1</u>	<u>10</u>
At 31 July 2018	<u>20</u>	<u>1</u>	<u>21</u>
NET BOOK VALUE			
At 31 July 2018	<u>32</u>	<u>1</u>	<u>33</u>
At 31 July 2017	<u>41</u>	<u>1</u>	<u>42</u>

Sussex Estates And Facilities LLP

Notes to the Financial Statements
for the Year Ended 31 July 2018

8. **STOCKS**

	2018	2017
	£'000	£'000
Stocks	<u>3</u>	<u>20</u>

9. **DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	2018	2017
	£'000	£'000
Trade debtors	71	52
Amounts owed by group undertakings	2,920	3,016
Prepayments and accrued income	<u>2,141</u>	<u>2,805</u>
	<u>5,132</u>	<u>5,873</u>

10. **CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	2018	2017
	£'000	£'000
Trade creditors	1,845	584
Social security and other taxes	200	191
Accruals and deferred income	5	230
Accrued expenses	<u>5,345</u>	<u>6,565</u>
	<u>7,395</u>	<u>7,570</u>

11. **LOANS AND OTHER DEBTS DUE TO MEMBERS**

	2018	2017
	£'000	£'000
Amounts owed to members in respect of profits	<u>2,269</u>	<u>2,236</u>
Falling due within one year	<u>2,269</u>	<u>2,236</u>

12. **RELATED PARTY DISCLOSURES**

For the 12 month period ending 31 July 2018 the following related party transactions took place and were either complete or outstanding:

Interserve (Facilities Management) Limited provided services under the Admin and Management agreement of £447,306 (2017: £324,349). Interserve (Facilities Management) Limited provided services including IT, Vehicles & Training of £445,331 (2017: £223,275). Interserve (Facilities Management) Limited provided mobilisation services of £197,207 (2017: £181,231) and Management services as per the LLP agreement of £30,000 (2017: 30,000). Amounts due to Interserve relating to 2018 were £80,741 (2017: £109,679).

Sussex Estates and Facilities LLP provided services to University of Sussex of £35,121,213 (2017: £35,889,677).

University of Sussex recharged costs of £32,270 (2017: £14,252) to Sussex Estates and Facilities LLP.

Sussex Estates and Facilities LLP had trade debtors of £2,917,287 (2017: £2,955,814) and income accruals of £1,850,101 (2017: £2,170,110) with University of Sussex at 31 July 2018. Sussex Estates and Facilities LLP had trade creditors of £nil (2017: £nil) and cost accruals of £14,968 (2017: £nil) with University of Sussex at 31 July 2018.

Sussex Estates and Facilities LLP had income accruals of £nil (2017: £nil) with Sussex Innovation Centre and cost accruals for the Management Fee of £14,583 (2017: £14,583) with Sussex University Holdings.

Sussex Estates And Facilities LLP

Notes to the Financial Statements
for the Year Ended 31 July 2018

13. ULTIMATE CONTROLLING PARTY

The company is a subsidiary of the University of Sussex. The largest group in which the results of the company are consolidated is that headed by the University of Sussex. The consolidated accounts of the University are available to the public and may be obtained from the University of Sussex, Sussex House, Falmer, Brighton, BN1 9RH. No other group accounts include the results of the partnership.