# **Sovereign Hospital Services Limited**

Annual report and financial statements

Registered number

03232308

For the year ended

31 December 2016

A

\*A69LMU8P\*

A27 29/06/2017 COMPANIES HOUSE

#204

# Contents

Strategic report	3
Directors' report	4
Statement of directors' responsibilities in respect of the strategic report, directors' report and the financial statements	:
Independent auditor's report to the members of Sovereign Hospital Services Limited	(
Profit and loss account .	
Balance sheet	:
Statement of changes in equity	9
Notes	10

## Strategic report

The directors present their annual report together with the audited financial statements for the year ended 31 December 2016.

## **Principal activities**

The company's principal activities during the year continued to be the provision of facilities management within the healthcare sector.

## **Business review**

The company's performance for the financial year is shown on page 7 in the profit and loss account. Revenue increased to £69.7 million, representing a 1.1% increase compared to 2015, while operating profit increased to £5.2 million, a £1.9 million increase compared to 2015 as a result of a increase in additional works and effective management of cost. The company provides its services under long term arrangements. The directors are not aware, at the date of this report, of any likely major changes in the company's activities in the next year.

There have been no significant events since the balance sheet date which should be considered for a proper understanding of these financial statements. The profit before taxation for the year is £5.7million (2015: £4.0 million).

# Principal risks and key performance indicators ("KPI's")

Management regularly review these KPI's and take any corrective actions that may be required. Performance against the KPI's during the year has been satisfactory.

A key risk for the business is to maintain effective cost control since the major part of each contract relates to a fixed revenue income stream. Monthly reviews are undertaken to monitor costs and performance. New methods of working to introduce efficiencies are constantly being evaluated and implemented subject to a detailed business case and successful pilot.

Approved by the Board on

19 June 2017

and signed on its behalf by:

Z Khan Director 84 Salop Street Wolverhampton WV3 0SR

#### **Directors' Report**

#### Directors

C Macpherson RJ Adam (Resigned 31 October 2016) M Kasher (Resigned 30 June 2016) RJ Howson JC Platt Zafar Khan (Appointed 31 October 2016)

#### Dividends

During the year, the Directors did not recommend the payment of a dividend (2015: £nil).

#### Political donations

The company made political donations of £nil during the year (2015: £nil).

#### **Employees**

The majority of employees are based at site on contracts. Communication and consultation within the working teams takes place, as appropriate, as part of the normal pattern of everyday operations. Employees receive regular publications, such as "Spectrum", which provides information on activities throughout the Carillion Group and is published several times a year.

The establishment and maintenance of safe working practices at all work places are of greatest importance to the company and special training in health and safety is provided for all employees. The company is an active and enthusiastic supporter of training schemes of all types and is providing valuable training and experience to a large number of younger people, as well as increasing its own training commitment to full time employees.

#### **Directors Renumeration**

The directors performed no material qualifying services for the company in respect of the current period and therefore received no emoluments.

## Creditor payment policy

The company does not adopt any specific code or standard, however it is the company's policy to pay its suppliers in accordance with the terms and conditions agreed prior to the commencement of trading provided that the supplier has met its contractual obligations.

## **Equal opportunities**

The company is an equal opportunities employer. It is the policy of the company to give the fullest consideration to the employment needs of all prospective and existing employees. Carillion continually strives to eliminate all bias and unlawful discrimination in relation to job applicants, employees, business partners and members of the public. Full consideration is given to suitable applications for employment from disabled persons where they have the necessary abilities and skills for the position and wherever possible to retrain employees who become disabled, so that they can continue in their employment in another position.

Special attention is given to interviewing, selection, recruitment and training to ensure that there is effective implementation of company policy. Promotion is based upon ability, merit and performance taking into account the future needs of the company. Where necessary, training is carried out to assist employees to develop their full potential. All aspects of employment are regularly reviewed by management to ensure this policy is achieved.

## Disclosure of information to the auditor

The directors who held office at the date of approval of this directors' report confirm that, so far as they are aware, there is no relevant audit information of which the company's auditor is unaware; and each director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information.

## Auditor

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

Approved by the Board on 19 June

2017 and signed on its behalf by:

Z Khan Director 84 Salop Street Wolverhampton WV3 0SR

# Statement of directors' responsibilities in respect of the Strategic report, the Directors' report and the financial statements

The directors are responsible for preparing the Strategic report, the Directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice), including FRS101 Reduced Disclosure Framework.

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

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

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.



KPMG LLP One Snowhill Snow Hill Queensway Birmingham 84 6GH

KPMG Audit Plc

One Snowhill Snow Hill Queensway Birmingham B4 6GH United Kingdom

## Independent auditor's report to the members of Sovereign Hospital Services Limited

We have audited the financial statements of Sovereign Hospital Services Limited for the year ended 31 December 2016 set out on pages 7 to 16. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards, including FRS 101 Reduced Disclosure Framework.

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.

#### Respective responsibilities of directors and auditor

As explained more fully in the Directors' Responsibilities Statement set out on page 5, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit, and express an opinion on, the financial-statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

#### Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

#### Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2016 and of its profit for the year then ended;
- · have been properly prepared in accordance with UK Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

## Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year is consistent with the financial statements.

Based solely on the work required to be undertaken in the course of the audit of the financial statements and from reading the Directors' report:

- · we have not identified material misstatements in that report; and
- in our opinion, that report have been prepared in accordance with the Companies Act 2006.

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

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the 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.

Peter Meehan

(Senior Statutory Auditor)

for and on behalf of KPMG LLP, Statutory Auditor

Chartered Accountants

19 June

2017

# Profit and loss account

for the year ended 31 December 2016

		2016	2015
	Note	£000	£000
Turnover	1	69,676	68,929
Cost of sales	+	(61,264)	(61,874)
Gross profit		8,412	7,055
Administrative expenses		(3,195)	(3,550)
Operating profit		5,217	3,505
Interest receivable and similar income	5	1,258	1,019
Interest payable and similar charges	6	(793)	(532)
Profit on ordinary activities before taxation	2	5,682	3,992
Tax on profit on ordinary activities	7	(1,387)	(1,200)
Profit for the financial year		4,295	2,792

All amounts relate to continuing operations.

There is no difference between the result as disclosed in the profit and loss account and the result on an unmodified historical cost basis in either the current or preceding financial year.

The notes on pages 10 to 16 form part of these financial statements.

# Balance sheet

at 31 December 2016			2016		2015
	Note	£000	2016 £000	£000	2015 £000
Fixed assets					
Tangible assets	8		54		159
Current assets					
Stocks .	9	229		257	
Debtors	10	60,896		56,315	
Cash at bank and in hand		346		919	
		61,471		57,491	
Creditors: amounts falling due within one year	11	(44,735)		(45,155)	
Net current assets			16,736		12,336
Total assets less current liabilities, being net assets		_	16,790	-	12,495
Capital and reserves					
Called up share capital	13		-		-
Profit and loss account			16,790		12,495
Equity shareholders' funds			16,790	-	12,495

These financial statements were approved by the Board of Directors on by :

19 June

2017 and were signed on its behalf

 $\mathcal{N}$ 

Zafar Khan Director

Company registered number 03232308

Statement of changes in equity for the year ended 31 December 2016

	Called up share capital £000	Profit and loss account £000	Total £000
Balance at 1 January 2015	-	9,703	9,703
Profit for the year	-	2,792	2,792
Balance at 31 December 2015	-	12,495	12,495
Profit for the year		4,295	4,295
Balance at 31 December 2016		16,790	16,790

#### Sovereign Hospital Services Limited

Notes

(forming part of the financial statements)

#### 1. Principal accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial information.

#### Basis of preparation

Soveriegn Hospital Services Limited (the "Company") is a company incorporated and domiciled in the UK.

These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101"). The amendments to FRS 101 (2014/15 Cycle) issued in July 2015 and effective immediately have been applied.

In preparing these financial statements, the company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU ("Adopted IFRSs"), but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

The Company's ultimate parent undertaking, Carillion PLC includes the Company in its consolidated financial statements. The consolidated financial statements of Carillion PLC are prepared in accordance with International Financial Reporting Standards and are available to the public and may be obtained from 84 Salop Street, Wolverhampton, WV3 0SR.

In these financial statements, the company has applied the exemptions under FRS101 in respect of the following disclosures:

- a cash flow statement and related notes;
- comparative period reconciliations for share capital and tangible fixed assets;
- disclosures in respect of transactions with wholly owned subsidiaries;
- disclosures in respect of capital management;
- the effect of new but not yet effective IFRSs;
- disclosures in respect of compensation of key management personnel; and

As the consolidated financial statements of Carillion plc include the equivalent disclosures, the company has also taken the exemptions under FRS101 available in respect of the following disclosures:

- certain disclosures required by IFRS 13 Fair Value Measurement and the disclosures required by IFRS7 Financial Instrument disclosures.

The Company proposes to continue to adopt the reduced disclosure framework of FRS 101 in its next financial statements.

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

No judgements have been made by the directors, in the application of these accounting policies that have significant effect on the financial statements and there are no estimates with a significant risk of material adjustment in the next year.

The financial statements are presented in pounds sterling. They are prepared on the historical cost basis except where specified certain assets and liabilities are stated at their fair value noted below.

#### Going concern

The company's business activities, together with the factors likely to affect its future development and position, are set out in the Business Review section of the Strategic report.

The company participates in Carillion plc group's centralised treasury arrangements and so shares banking arrangements with its parent and fellow subsidiaries. The directors, having assessed the responses of the directors of the company's ultimate parent Carillion plc to their enquiries, have no reason to believe that a material uncertainty exists that may cast significant doubt about the ability of the Carillion group to continue as a going concern or its ability to continue with the current banking arrangements. As with any company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue, although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

Based on this undertaking the directors believe that it remains appropriate to prepare the financial statements on a going concern basis. The financial statements do not include any adjustments that would result in the basis of preparation being inappropriate.

#### Tangible fixed assets

Depreciation is based on historical cost or revaluation, less the estimated residual values, and the estimated economic lives of the assets concerned. Other tangible assets are depreciated in equal annual instalments over the period of their estimated economic lives, which are principally as follows:

Plant, machinery and vehicles

3-10 years

Assets held under finance leases are depreciated over the shorter of the term of the lease or the expected useful life of the asset.

#### Stocks

Stocks and work in progress are valued at the lower of cost and net realisable value.

#### Long-term contracts

When the outcome of a long-term contract can be assessed with reasonable certainty, contract turnover and costs are recognised by reference to the degree of completion of each contract, as measured by the proportion of total costs at the balance sheet date to the estimated total cost of the contract. Insurance claims, incentive payments, and variations arising from long-term contracts are included in revenue where it is probable that they will be recovered and are capable of being reliably measured.

When it is probable that total contract costs will exceed total contract turnover the expected loss is recognised immediately. Contract costs are recognised as expenses in the period in which they are incurred.

Where costs incurred plus recognised profits less recognised losses exceed progress billings, the balance is shown as amounts recoverable on contracts within debtors.

Where progress billings exceed costs incurred plus recognised profits less recognised losses, the balance is shown as payments received on account within creditors.

#### 1. Principal accounting policies (continued)

#### Mobilisation costs

Mobilisation costs are non-recurring set up costs incurred to facilitate the performance obligations under customer contracts. Mobilisation costs are expensed as incurred unless: (a) they are capital in nature, in which case they are capitalised in accordance with the relevant accounting standard; or (b) there is a contractual entitlement to recover such costs from the customer in the event of early termination, in which case the costs are capitalised and amortised to the income statement over the contract period. Costs are only capitalised under (b) if the contract is expected to be profitable going forward and the costs capitalised relate to future services under the contract.

#### Turnover

Turnover represents the net amount receivable, excluding value added tax, for goods and services supplied to all customers including fellow subsidiary undertakings. In respect of long term contracting activities, turnover reflects the value of work executed during the year. It also includes the company's proportion of work carried out by joint arrangements during the year.

All turnover and profits relate to support services provided in the United Kingdom

#### I ancad accate

Payments (excluding costs for services and insurance) made under operating leases are recognised in the profit and loss account on a straight-line basis over the term of the lease. Any lease incentives received are recognised in the profit and loss account as part of the total lease expense.

#### Taxation

Income tax comprises current and deferred tax. Income tax is recognised in the profit and loss account except to the extent that it relates to items directly in equity, in which case it is recognised in equity.

Current tax is the expected tax payable on the taxable income 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 using the balance sheet liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

#### Pension

For defined contribution pension schemes, amounts payable are charged to the profit and loss account as incurred.

#### 2. Profit on ordinary activities before taxation

Profit on ordinary activities before taxation is stated after charging;	2016 £000	2015 £000
Depreciation of tangible fixed assets: -Owned	104	134
Operating lease rentals:		
-Plant and machinery	36	58
Auditor's remuneration - audit of these financial statements	3	3

Fees paid to the company's auditor, KPMG LLP and its associates, for services other than the statutory audit of the company are not disclosed in these financial statements since the consolidated financial statements of the company's parent, Carillion plc, are required to disclose non-audit fees on a consolidated basis.

#### 3. Staff numbers and costs

The average number of persons employed by the company during the year was:

	Number of employees	
	2016	2015
Direct labour and operatives	934	1,053
The aggregate payroll costs of these persons were as follows:	2016 £000	2015 £000
Wages and salaries Social security costs Other pension costs	31,426 2,495 2,688 36,609	31,670 2,313 2,799 36,782

# 4. Directors' remuneration

Some directors of the company, who served during the financial year, are directors of the company's ultimate parent company and as such, details regarding remuneration are disclosed in the financial statements of Carillion plc. The remaining directors are directors or employees of Carillion Construction Limited and are remunerated by that company. For those directors who are employees of Carillion Construction Limited and their remuneration is not disclosed in the financial statements of Carillion Construction Limited, their role as director of Sovereign Hospital Services Limited is of a non-executive director and no remuneration is apportioned to the company.

# 5. Interest receivable and similar income

3. Interest receivable and smaller income	2016	2015
	£000	£000
Interest receivable from group undertakings	1,258	1,019
	1,258	1,019
	2016	2015
6. Interest payable and similar charges	£000	£000
Interest payable to group undertakings	793	532
increst parable to group undermanage	793	532

7. Tax on profit on ordinary activities		
(a) Analysis of taxation charge in the year	2016	2015
	£000	£000
UK corporation tax		
Current tax	1,381	1,164
Adjustment in respect of prior periods	(11)	7
		1 171
Total current taxation	1,370	1,171
•	•	
Deferred taxation		
Accelerated capital allowances	17	20
Adjustment in respect of change in rate	-	9
Total deferred taxation	17	29
Total taxation on profit on ordinary activities	1,387	1,200
(b) Reconciliation of total tax charge  The total tax charge for the year is higher (2015: higher) than the standard rate of 2 below:	20% (2015: 20.25%). The differen	nce is explained
ociow.	2016	2015
	£000	£000
Total Assumance disting	2000	2000
Total tax reconciliation	£ 493	3,992
Profit on ordinary activities before taxation	5,682	3,992
		•••
Tax on profit on ordinary activities at 20% (2015: 20.25%)	1,136	808
Effects of:		
	262	376
Permanent differences		370 7
Adjustment in respect of previous periods	(11)	9
Adjustment in respect of change in rate		
Total tax charge for the year	1,387	1,200

# (c) Factors that may affect future tax charges

The UK corporation tax rate reduced from 21% to 20% with effect from 1 April 2015. Further reductions to 19% (effective from 1 April 2017) and 17% (effective from 1 April 2020) were substantively enacted on 26 October 2015 and 6 September 2016 respectively. This will reduce the company's future tax charge accordingly.

The deferred tax asset at 31 December 2016 has been calculated based on these rates.

# 8. Tangible fixed assets

		Plant, machinery and vehicles £000
Cost		
At beginning and end of year		843
Depreciation		
At beginning of year		685
Charge for the year		104
At end of year		789
Net book value		
At 31 December 2016		54
At 1 January 2016		159
0.00	2017	2016
9. Stocks	2016 £000	2015 £000
Raw materials and consumables	229	257
10. Debtors		
	2016	2015
	£000	£000
Trade debtors	6,387	5,826
Amounts receivable on contracts	3,928	1,204
Amounts owed by group undertakings	50,380	49,098
Prepayments	41	10
Deferred tax asset (see note 12)	160	177
•	60,896	56,315

Amounts owed by group undertakings attract interest at a rate which reflects the cost of borrowing to the group.

# 11. Creditors: amounts falling due within one year

•	2016	2015
	£000	£000
Trade creditors	2,073	2,355
Amounts owed to group undertakings	36,503	32,853
Corporation tax	1,381	1,164
Other tax and social security costs	1,418	1,821
Other creditors ·	2,278	· 4,021
Accruals and deferred income	1,082	2,941
	44,735	45,155

Amounts owed to group undertakings bear interest at a rate which reflects the cost of borrowing to the group.

## 12. Deferred taxation

# Recognised deferred tax assets and liabilities

Deferred tax assets and liabilities are attributable to temporary differences relating to the following:

	Assets	Assets		Liabilities		Net	
	2016	2015	2016	2015	2016	2015	
	£000	£000	£000_	£000	£000	£000	
Property, plant and equipment	160	177	-	-	160	177	
Net tax assets	160	177	-	-	160	177	

## Unrecognised deferred tax assets

Allotted, called up and fully paid: 2 ordinary shares of £1 each

There is no unrecognised deferred tax as at 31 December 2016 (2015: £nil).

Movements in temporary differences during the year are as follows:

	<del></del>			
	Balance 1 January 2016 £000	Recognised in income	Recognised in equity £000	Balance 31 December 2016 £000
Property, plant and equipment	177	(17)	-	160
7.7	177	(17)	•	160
	Balance			Balance
	1 January	Recognised	Recognised	31 December
	2015	in income	in equity	2015
	£000	£000	£000	£000
Property, plant and equipment	206	(29)	-	177
	206	(29)	-	177
13. Called up share capital		2016		2015
-		£		£

2

#### 14. Commitments under operating leases

Total commitments under non-cancellable operating leases as follows:

Plant and Machinery	
2016	2015
£000	£000
•	
15	20
44	75
-	-
59	95
	2016 £000

# 15. Pensions

The employees of the company are members of two pension schemes, the Mowlem Staff Pension and Life Assurance Scheme and the Mowlem (1993) Pension Scheme, which provide benefits based on final pensionable pay. The principal employers of these schemes are fellow subsidiaries of the Carillion Plc Group, with schemes accounted for in these financial statements as if they were defined contribution schemes.

Actuarial valuations of the Mowlem Staff scheme was undertaken by independent actuaries as at 31 December 2013 using the projected unit credit method. The market value of the schemes assets at 31 December 2013 were £503 million, representing approximately 75 per cent of the benefits that had accrued to members at that date on an on going basis, after allowing for future increases in salaries. The next actuarial valuation of the schemes by the Trustees' independent actuaries will be as at 31 December 2016.

An actuarial valuation of the Mowlem (1993) scheme was undertaken by independent actuaries as at 31 December 2014 using the projected unit credit method. The market value of the schemes' assets at that date were £112.5 million, representing approximately 95 per cent of the benefits that had accrued to members at that date on an on going basis, after allowing for future increases in salaries. The next actuarial valuation of the scheme will be undertaken by the Trustees' independent actuaries as at 31 December 2017.

At 31 December 2015, the Mowlem Staff Scheme and Life Assurance scheme had a deficit of £287.3 million (2015: £160.6 million deficit) and the Mowlem (1993) scheme had a surplus of £5.8million (2015: £4.0 million surplus) on the basis of IAS 19 'Retirement Benefits'.

During the year the company made contributions of £1,837,000 (2015: £1,810,000) to Carillion Plc Group schemes and contributions of £851,000 (2015: £989,000) to NHS defined contribution scheme.

# 16. Controlling and ultimate parent company

The company's controlling company is Carillion plc, its ultimate parent company, which is incorporated in Great Britain and registered in England and Wales.

Copies of the group financial statements of Carillion plc are available from 84 Salop Street, Wolverhampton, WV3 0SR.