



Cobtree Manor Estate

Audit Findings Report Year ended 31 March 2021





Contents

Introduction and independence	2
Audit status	4
Significant risks and other areas of audit focus	5
Accounting practices and financial reporting	9
Adjusted and unadjusted misstatements	11
Recommendations to processes and internal controls	13
Sector developments	15

Helping you prosper



Introduction

Cobtree Manor Estate

Purpose of this audit findings report

The purpose of this report is to provide constructive observations which have arisen from our audit of the financial statements of Cobtree Manor Estate ("the Charity") for the year ended 31 March 2021.

This report provides an update to the matters raised in our Audit Service Plan, which was provided to the Trustees on 2 July 2021, focussing on observations that are significant to the responsibility of those charged with governance to oversee the financial reporting process as required by International Standard on Auditing (UK) 260, *Communication with those charged with governance,* (ISA (UK) 260).

Included within this Report are details of any unadjusted misstatements in the financial statements (with the exception of those deemed to be "clearly trivial"), any material weaknesses in systems we have identified during the course of our audit work and our views about the quality of accounting practices and financial reporting procedures, together with any further relevant matters.

Audit independence

We are required to reaffirm our independence at the conclusion of the audit.

We confirm that no matters have arisen that impact on our previous statement made in our Audit Service Plan that there are no relationships between our firm and connected entities and your Charity and related entities that need to be brought to your attention.

Should you have any questions relating to the issue of our independence and objectivity, please do not hesitate to contact Allan Hickie on 01795 475363 or at a.hickie@uhy-uk.com.

Helping you prosper

Confidentiality and limitations

Please note the following important limitations with regards to the contents of this Report:

- This Report has been prepared for the sole use of Cobtree Manor Estate;
- The contents of this Report must not be disclosed or quoted to third parties, in whole or in part, without our prior written consent;
- We assume no responsibility to any other person;
- Our procedures are carried out solely for the purpose of our audit of the financial statements. Our audit is not designed to identify all matters that may be relevant to those charged with governance; accordingly the matters referred to within this Report may not be the only shortcomings that exist.

Recommendations

All issues raised within this Audit Findings Report have been discussed with management.

Acknowledgement

We would like to thank all staff who were involved in the audit for their help and co-operation during our audit, particularly Paul Holland and his team. It has been a pleasure to work with Paul and we are grateful for the time he has taken to assist with our queries.



Audit status



Status of the audit

Our work was carried out in accordance with our audit plan communicated to you in our Audit Service Plan dated 2 July 2021.

Throughout our work we considered the key audit risks noted in our Audit Service Plan, and no matters were identified which required us to change our approach. Further to this, no additional risks were identified. We comment on the original risks communicated in our Audit Service Plan, and our conclusion on these risks later in this Report.

Our audit is substantially complete, although we are finalising our procedures in the following areas:

Outstanding matters:	Final signed Trustees' Report;
	Signed Letter of representation.

We do not anticipate that the completion of our work in these areas will give rise to any material adjustment.

Letter of representation

We have forwarded the Letter of Representation, which we request that the Trustees approve and sign at the same time as the financial statements, under separate cover. This letter contains only standard matters with no specific representations in respect of the Charity, with the exception of the following:

- Going concern
- Valuation of assets
- MyTime debtor recoverability

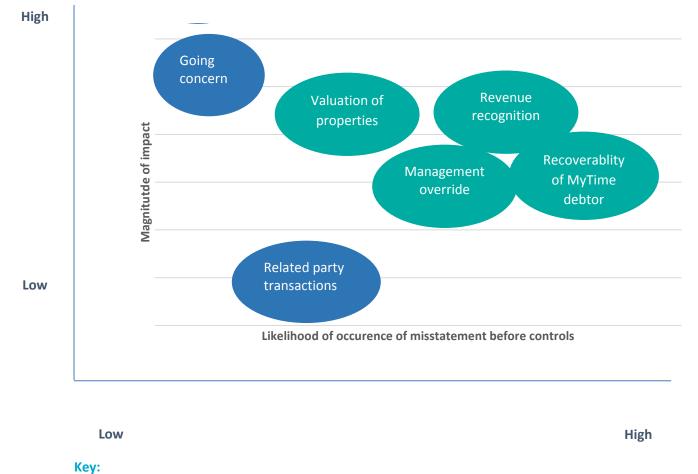
Anticipated audit report

Subject to the conclusion of the above items, we do not expect any modifications to our audit report on the financial statements for the year ended 31 March 2021. However, our responsibilities with regards to the audit report extend up to the date on which it is signed and we will advise you of any changes to this position if necessary.

Helping you prosper

The table below set out our initial assessment of the Charity's key audit risks relating to the year ended 31 March 2021 as originally communicated in our Audit Service Plan.

Within this section we comment on the results of our work undertaken in connection with these risks previously identified at planning, together with communicating any additional risks in relation to the financial statements of Cobtree Manor Estate that came to our attention during the course of our audit fieldwork.



Significant risks

Updated risk

Others areas of audit focus

Helping you prosper

Update on risk profile

The work undertaken during the course of our audit fieldwork did not indicate that the risk profile of the above matters has significantly changed from our initial assessment.

Significant risks

(1) Revenue recognition

Assessment of risk at planning

The International Standards on Auditing (UK) consider revenue recognition to be an inherent fraud risk and on consideration of the Charity's sources of income, this cannot be rebutted.

The Charity's accounting policies for income should follow the criteria set out in FRS 102 and the Charities SORP.

Our response and conclusion

We have:

- Updated our documentation of the revenue process and controls in place, this included assessing the design and implementation of those controls.
- Assessed whether revenue was accounted in accordance with the accounting policy on revenue recognition.
- Analytically reviewed revenues and verified significant movements against expectations/performed proof in total
- Tested a sample of transactions to agreements to supporting evidence
- Reviewed the assessment made by management in relation to the application of the correct cut off processes

Based on the work performed, no significant or reportable adjustments were noted.

(2) Management override

Assessment of risk at planning

The International Standards on Auditing (UK) consider management override of controls to be an inherent fraud risk due to the possibility of financial statement bias or fraud. Whilst there were no indicators of any significant factors that would give rise for management to carry out such actions, as the Charity's finance team consists of few people and the Chief Executive has primary oversight of all key operational decisions we were unable to rebut this risk.

Our response and conclusion

We have:

Helping you prosper

- Updated our documentation around the posting of journals and formulation of key estimates and assessed the design and implementation of those controls.
- Assessed and challenged accounting estimates, judgements and decisions made by management.
- Tested a sample of journal entries, adjustments and accounting estimates for bias that could result in material misstatements.
- Review significant transactions to ensure they were in the normal course of business.

Based upon the work undertaken, we found no indication of management bias or significant transactions outside the normal course of business.

(3) Valuation of properties

Assessment of risk at planning

Given the movement in the property market there is the risk that there has been a material change in value in the land and buildings that has not been reflected in the accounts. Buildings are valued by chartered surveyors. Due to the nature of the assets and the valuation of the buildings is very high in value.

Our response and conclusion

We have:

• Agreed valuations to third party reports.

Based upon the work undertaken, we found properties were not materially misstated in the accounts.

(4) Recoverability of the MyTime debtor re: golf club contract

Assessment of risk at planning

The charity was owed approaching £100k by MyTime at 31 March and, it was brought to our attention that MyTime had faced financial difficulty during the year. Therefore, suggesting there may be a doubt over the recoverability of at least some of this debt.

Our response and conclusion

We have:

- Reviewed after date cash received.
- Discuss the recoverability with the client.
- Reviewed MyTime latest published financial statements.

Based on the audit work carried out, we can confirm the year end debtor balance was fully paid by July 2021. MyTime continued to make payments in August for post year end invoices.

Helping you prosper

Other areas of audit focus

Related parties

Transactions with related parties outside of the normal course of the Charity's activities are considered to be a significant risk under the International Standards on Auditing (UK). At the planning stage, no such transactions were anticipated from our discussions with management and accordingly, related parties were not included as a significant audit risk.

We undertook work to ensure that related party disclosures have been correctly made in accordance with both the Financial Reporting Standard 102 ("FRS 102") and the Charities SORP. This included providing management with our standard related parties questionnaire template to be completed by Trustees and members of key management personnel, together with review of the Charity's own procedures for identifying potential conflicts of interests to ensure that they are adequate. In addition we verified the information supplied to external sources such as the registers maintained by Companies House and the Charity Commission.

Related party disclosures included within the financial statements appear to be complete from our work performed.

Helping you prosper

Accounting practices and financial reporting issues

Qualitative aspects of accounting practices and financial reporting

During the course of our audit, we consider the qualitative aspects of the financial reporting process, including items that have a significant impact on the relevance, reliability, comparability, understandability and materiality of the information provided by the financial statements.

Accounting policies

We have reviewed the accounting policies adopted by the Charity and have found them to be appropriate and applied consistently.

There have been no changes to the accounting policies, nor changes to the activities of the Charity necessitating changes to accounting policies, since the previous period.

Unusual transactions

The extent to which the financial statements are affected by any unusual transactions during the period and the extent to which such transactions are separately disclosed in the financial statements. There were no matters arising.

Throughout the course of our audit fieldwork, we considered the timing of transactions and the period in which they are recorded. We did not identify any significant transactions where we had concerns over the timing or the period in which they were recognised. Specifically, we confirm that based upon our testing, income appears to have been appropriately accrued or deferred as required and appropriate accruals for expenditure have been included.

Accounting estimates and judgements

We reviewed the appropriateness of accounting estimates and judgements, including the consistency of assumptions and degree of prudence reflected in the accounting records. There were no matters arising.

Going concern

We considered material uncertainties related to events and conditions that may cast significant doubt on the Charity's ability to continue as a going concern. There were no matters arising.

Helping you prosper

Trustees' Annual Report and Strategic Report

We reviewed the Trustees' Annual Report and Strategic Report to ensure consistency with the financial statements, and to ensure that all necessary disclosures have been made. There were no matters arising.

Disagreements

There were no disagreements about matters that, individually or in aggregate, could be significant to the Charity's financial statements or our auditor's report. We are required to report to the Trustees any such matters, whether they have or have not been resolved and the significance of these matters.

Significant difficulties

We encountered no significant difficulties during the course of the audit that we feel necessary to bring to your attention.

Significant matters

There were no significant matters arising from the audit that we have discussed, or were subject to correspondence with management which have required us to obtain written representations from management.

Other matters

As part of our audit work we consider the potential effect on the financial statements of any uncertainties, including significant risks and disclosures, such as pending litigation that are required to be disclosed in the financial statements.

Helping you prosper

Adjusted and unadjusted misstatements

Under the requirement of ISA (UK) 260, we are required to report to you all adjusted and unadjusted misstatements, with the exception of those deemed to be 'clearly trivial'.

Below sets out the misstatements identified as part of this year's audit.

Audit adjustments agreed with management

	£	£
Surplus per draft financial statements presented for audit		78,590
Adjustment to Will Trust Income	(12,893)	
Loan interest per agreement	(7,009)	
Total impact of adjustments		(19,902)
Surplus per audited financial statements	-	58,688
Surprus per auditeu maneiar statements	_	58,088

All journals noted above have been processed through the financial statements.

Helping you prosper

Unadjusted items

	£	£
Surplus per audited financial statements		58,688
Accruing for quarter 4 investment income	976	
Difference in Golf club income proof in total test (7/9 th of £163,909 per contract for Y4 = £127,485 vs £133,745		
income per accounts)	(6,260)	
Difference in café income due to timing / year end cut off	2,886	
Difference in Kent life income due to timing / year end cut off	2,028	
Total impact of adjustments		(370)
Revised surplus if all audit adjustments processed		58,318

It has been agreed with management that the above unadjusted misstatements are immaterial, both individually and in aggregate, and therefore do not necessitate revision to the audited financial statements.

Trustees' representations regarding the non-adjustment of the above unadjusted misstatements will be included in the Letter of Representation.

Helping you prosper

Recommendations to processes and internal controls

The Charity's management is responsible for the identification, assessment and monitoring of risk, and for developing, operating and monitoring the systems of internal control and for providing assurance to the Board of Trustees that it has done so. During the course of our audit of the financial statements for the year ended 31 March 2021, we examined the principal internal controls which management has established to enable it to ensure, as far as possible, the accuracy and reliability of the Charity's assets.

International Standard on Auditing (UK) 265, *Communicating deficiencies in internal control to those charged with governance and management*, (ISA (UK) 265) requires us to report separately where we identify missing or ineffective controls which, in our judgement, are of sufficient importance to bring to the attention of those charged with governance.

During our work we identified no such weaknesses in controls (described as "significant deficiencies" per the ISA). We have however identified some recommendations for improvement as set out below.

The matters dealt with in this Audit Findings Report came to our attention during the conduct of our normal audit procedures which are primarily designed for the purpose of expressing our opinion on the financial statements of the Charity. In consequence it cannot be relied upon necessarily to disclose possible frauds or other irregularities, or to disclose all possible weaknesses or improvements in internal control that a more extensive special examination may highlight.

Our observations from the audit are set out below together with our recommendations and suggested timescale.

Key to risk ratings:



Helping you prosper

1. PRIOR YEAR - I	Potential tax on commercial trading
Observation	The charity continues to generate significant income from the car park, with income of £146,641 in 2020/21.
	It was during our 2015/16 audit, when this income stream commenced, that we first brought potential tax issues to your attention in respect of income that could be seen to be commercial trading.
	At the time the charity also had income from the café, although management of the café has since been transferred to a third party, which pays Cobtree a set annual fee.
	With relatively few costs associated with the car park the profit from the car park is likely to be close to the income received.
	Whilst HMRC have never asked for a tax return to be completed, probably on the basis that the income from the golf course – historically the main source of income – was being applied for charitable purposes, there is a risk that HMRC could deem the car park income to be taxable.
Recommendation	Your arguments against the car park income being taxable would be:
	(a) the income from car park charges is income derived from the land and is therefore exempt from direct tax, on the basis that the proceeds are used for charitable purposes; and
	(b) if, for any reason, argument (a) was disputed by HMRC then you would argue that the income is closely aligned, or ancillary, to the charity's main charitable objects of maintaining the Cobtree Manor Estate and making it available for the benefit of the inhabitants of Maidstone.
	On this basis there is no further action required and we have shown the observation as resolved.
Status	NOW RESOLVED

No new points have been noted during the 2020/21 audit.

Sector developments

Periodic review of Financial Reporting Standard 102, The Financial Reporting Standard Applicable in the UK and Republic of Ireland (FRS 102)

FRS 102 is subject to a periodic review at least every five years. The last periodic review, the Triennial Review 2017, was completed in December 2017 with an effective date of 1 January 2019.

The Financial Reporting Council has now commenced its next periodic review of FRS 102 and issued its request for views on 23 March 2021. A part of this process is seeking views from stakeholders on areas that might be considered as part of the review. This may include new issues or transactions that should be addressed, or other suggestions. The review will consider recent developments in financial reporting and relevant developments in the wider reporting framework. The request for review period will close on 31 October 2021 and responses can be sent to the following address ukfrsperiodicreview@frc.org.uk

New Charities SORP (FRS 102)

The establishment of the new Charities SORP engagement process in the context of a global pandemic understandably led to a delayed start. The process is now fully underway with the Committee currently in the "reflection" phase of their timetable. It is during this phase that the Committee consider how well the Charities SORP, and accounting standards, meet their identified need and identify areas for change and potential solutions to effect beneficial change.

Following completion of this phase, the Committee will need to enter into a problem solving phase before drafting the new Charities SORP, based on the exposure draft of FRS 102 following its own periodic review as the new FRS 102 is a critical factor on the timing of the new Charities SORP process.

Public consultation of the new Charities SORP is expected between July 2022 and July 2023 with the SORP expecting to be finalised and published between October 2022 and January 2024. The intention is that the new Charities SORP would be effective for accounting periods beginning on or after 1 January 2024.

The future of Charity financial reporting

In May 2021 the Charity Commission for England and Wales (CCEW), the Charity Commission for Northern Ireland (CCNI) and the Office of the Scottish Charity Regulator (OSCR) wrote to the Financial Reporting Council (FRC) in their capacity as the joint SORP making body for charities in the UK. The purpose of this letter was to encourage the FRC to make changes to FRS 102 as a precursor to making a wholesale change to the financial reporting and accounting arrangements for not-for-profit organisations.

FRS 102 is primarily focused at for-profit entities, although some concessions are made to Public Benefit Entities as noted within Section 34 of the Standard.

The intention of the SORP making body is for FRS 102, which underpins the Charities SORP, is to acknowledge the differences in financial reporting required by for-profits and non-profits – particularly in cases when FRS 102 Section 1A highlights financial reporting exemptions that not-for-profits are unable to take advantage of as it contradicts the financial reporting requirements of the Charities SORP.

Other proposed changes arise from the desire to "de-clutter" charity accounts. One such example was the triennial review of FRS 102 in 2017, which clarified that comparative information be presented in respect of the preceding period for all amounts presented in the current period's financial statements. Evidence collected from users and preparers of charity accounts found that additional information included because of this clarification, such as comparative information in respect of a charity's Statement of Funds, has not proved informative or useful to decision making by users of the accounts.

The letter to the FRC then went further and proposed that the FRC develop a dedicated financial reporting standard for not-for-profits for the UK and Ireland. This would dispense of the need for the users and preparers of non-profit financial statements to refer to two, sometimes conflicting, financial reporting frameworks. This need has been driven to better recognise the charity sector's reporting realities and to remove the requirement to prepare disclosures which are driven by Companies Act and other legislative requirements. The SORP making body noted that the anticipation of further developments to FRS 102, with capital markets in mind, will undoubtedly increase the number of disclosures and reporting requirements.

IFR4NFP Project

IFR4NFP is an initiative to develop internationally applicable financial reporting guidance for nonprofit organisations to improve accountability, consistency, transparency and trust. Led by Humentum, a non-profit membership association, and CIPFA, the Chartered Institute of Public Finance and Accountancy in UK, the project includes engagement with national standard setters and practitioners from every continent

Currently there is no international accounting standard for non-for-profit organisations in the same way as there are International Accounting Standards for companies. Not all countries have in place separate Statements of Recommended Practice for charities in the same way as the UK.

Helping you prosper

A consultation has been launched by the project and they are inviting stakeholders in charity accounts, from around the world, to take part in an online survey. The survey has two parts. The deadline for participating in Part 1 is 30 July 2021 and the deadline for participating in Part 2 of the survey closes on 24 September 2021. Using the online survey - IFR4NPO

Evidence collected from a survey in 2014 noted that 72% of responders from 179 countries would be in favour of such a standard.

Once responses have been collated from the survey, IFR4NFP hopes to develop an exposure draft of a proposed Standard by mid-2023 with an intention to launch any final guidance in 2025.

Updated Charity SORP example accounts

The Charity SORP website has updated its two example Trustee Reports and Accounts to illustrate the disclosures charities should be making in their Annual Reports and Accounts during the current climate.

The Charities SORP making committee issued advisory guidance in March 2020 on the financial reporting implications of the Covid-19 global pandemic. The pandemic has meant that many charities have had transactions outside of their normal activities, for example making use of the government's Coronavirus Job Retention Scheme, requiring additional disclosures in their financial statements. The aim of the example accounts is to provide guidance on common disclosures that would impact many in the sector.

The example accounts for the Rosanna Grants Trust illustrates the impact of the pandemic on a grant-maker and the effect on both its income and activities. The Arts Theatre Trust provides an example where the pandemic has affected the charity's ability to operate and the it faces a challenging financial position and has taken up government financial assistance. Visit <u>Charities SORP</u> (charitysorp.org) to view the examples in detail.

Developments in Auditing

A number of key auditing standards have been revised, by the FRC, which are now in effect for periods beginning on or after 15 December 2019, i.e. December 2020 year ends. Early adoption is not permitted. These include:

- ISA (UK) 220
 Quality control for an audit of financial statements
 ISA (UK) 250 Section A
 Consideration of laws and regulations in an audit of financial statements
- ISA (UK) 260 Communication with those charged with governance
- ISA (UK) 540
 Auditing accounting estimates and related disclosures
- ISA (UK) 570 Going concern
- ISA (UK) 600 Special considerations Audits of group financial statements (including the work of component auditors)
- ISA (UK) 620 Using the work of an auditor's expert
- ISA (UK) 700 Forming an opinion and reporting on financial statements
- ISA (UK) 701
 Communicating key matters in the auditor's report
- ISA (UK) 720 The auditor's responsibilities relating to other information

Improving audit quality is the theme shared by the revision of all the above standards which fits hand-in-glove with the revision to the Ethical Standard in the UK highlighted above. The changes have been driven by the high profile collapse of corporate entities such as Carillion and pushes auditors to undertake more scrutiny and challenge over areas such as going concern and also to communicate key matters to those charged with governance.

Auditor's reports for inclusion in entities audited financial statements have been revised for the same period in which the ISAs (UK) should be applied. Some of the key changes to auditor's reports for all entities include:

- All audit reports will need to include an explanation as to the extent to which the audit was capable of detecting irregularities; including fraud;
- Amendments to the going concern wording.

Further changes to auditing standards for future periods include:ISA (UK) 315Identifying and Assessing the risk of material misstatement

This will become effective for audits of financial statements beginning on or after 15 December 2021. Early adoption is permitted.

Updated Charity Governance Code

Good governance is widely renowned as being a lynchpin to the success of a charity. The Charity Governance Code provides guidance to the sector on what it considers to be the seven key principles:

- 1) Organisational purpose
- 2) Leadership
- 3) Integrity
- 4) Decision making, risk and control
- 5) Board effectiveness
- 6) Equality, diversity and inclusion
- 7) Openness and accountability

The code is reviewed approximately every 3 years as its steering group recognises that over time both the sector's understanding and stakeholders' expectations change. Following a consultation with over 800 charities, the latest Code was refreshed in December 2020 and instead of including changes per se it instead focuses on clearer recommendations on equality, diversity and inclusion and updates to the integrity principle to reflect changes in society and the broader way in which charities are working.

The changes recommend that Boards consider four stages to its charity's equality, diversity and inclusion journey:

- 1) Think about why equality, diversity and inclusion is important for the charity and assess the current level of understanding.
- 2) Set out plans and targets tailored to the charity and its starting point.
- 3) Think about why equality, diversity and inclusion is important for the charity and assess the current level of understanding.
- 4) Set out plans and targets tailored to the charity and its starting point.

It is not mandatory to comply with the requirements set out by The Charity Governance Code but it is a useful tool for Boards in complying with their statutory responsibilities as Trustees and has been

18

Helping you prosper

designed to be applicable for charities of all shapes and sizes, not just those that may be considered to be large or complex organisations. Given the Charity Commission's issue of an 'Alert' on governance issues to all large charities (those with income > £9million) in June 2020 following a number of governance failings in high profile charities, it is becoming increasingly more important for charities to ensure that their foundations are fit-for-purpose.

Where charities choose to adopt the Code they are encouraged to publish a brief statement in their trustees' report using the 'apply or explain' principle so that it is transparent to the users of the accounts the approach taken.

'5 minute' guides

The Charity Commission launched a series of '5-minute' guides which it considers covers a coresyllabus of basics which it expects all trustees to be aware of. These have been launched to help trustees run their charities in line with the law. The guides cover:

- Charity purposes and rules
- Making decisions at a charity
- Managing charity finances
- Managing conflicts of interest in a charity
- What to send to the Charity Commission and how to get help

Digital publications becoming zero rated

Since 1 May 2020 certain electronic publications have been zero rated for VAT instead of having the standard rate applied as previously. This change has been lobbied for a number of years and will have a beneficial impact on a number of charities, particularly membership organisations that publish the same content in both printed and electronic format for sale to their members. The following electronically supplied items are now eligible for the zero rate of VAT:

- Books
- Booklets
- Pamphlets
- Brochures
- Leaflets
- Newspapers
- Journals and periodicals including magazines
- Children's picture and painting books

The definition of 'supplied electronically' is not written into law and is to be interpreted by its generally accepted meaning of supplied via the internet and by email. There are certain supplies that have been purposely excluded from the publications available for zero-rating, including:

- Audiobooks
- Advertising (if more than half of a publication is dedicated to advertising, video or audio content its supply will be standard rated)
- Intellectual property

Sometimes where electronically supplied publications are made available with other supplies, the area can be more complex and it will need to be considered whether a single or multiple supply is being made.

Helping you prosper

UHY resources

Charity insights

As part of our commitment to keep our clients informed and up-to-date with the latest developments and ideas in the sector, we have a long-established charities sector blog which covers the latest issues, including any announcements from the Charity Commission, and explains how these issues could affect you. Latest blogs include:

- Do you have controls for your charity?
- Would your charity benefit from a robust internal audit service?
- Making the most of your Trustees' Report
- Sourcing skilled Trustees

Visit our insights page to view our latest charity resources. www.uhy-uk.com/insights.

Charity and not-for-profit sector outlook

Our 2020/21 Outlook aims to bring you the salient issues relevant to the sector at this time. We cover a range of topics which take a look at the impact of COVID-19 and discuss what you can do to protect your charity. We also have a fantastic interview with Rita Akushie, Chief Financial Officer at Cancer Research UK, who shares some valuable insights. <u>2020-21-Charity-and-NFP-Sector-Outlook 0.pdf (uhy-uk.com)</u>

Covid-19 useful information

We are providing regular summaries of the Government announcements as they relate to you and your business, and also providing more in-depth business survival guides and personal wealth protection and tax planning advice. We are also producing regular daily blog updates, which you can find together with other useful information such as a link to the government's 'business support finder' via our website: https://www.uhy-uk.com/covid-19/

Helping you prosper