# REFORM SCOTLAND (A company limited by guarantee)

# FINANCIAL STATEMENTS

# FOR THE YEAR ENDED 31 MARCH 2016

Company Registration Number: SC336414 Registered Charity Number: SC039624

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# REFORM SCOTLAND TRUSTEES' ANNUAL REPORT LEGAL AND ADMINISTRATIVE INFORMATION

**The board of directors** I J d'Inverno

A S Dunlop (appointed 1 July 2015) A McFarlane (resigned 1 July 2015)

R A Hammond-Chambers (resigned 1 July 2015)

B J P Thomson (resigned 3 July 2015)

**Company secretary** G R Mawdsley

**Registered office** Office Space Scotland

7-9 North St David Street

Edinburgh EH2 1AW

**Accountants** Jamieson Campbell Kerr Limited

Chartered Accountants 14-15 Main Street Longniddry EH32 0NF

**Auditors** Brian Maloney

**Chartered Certified Accountant** 

Statutory Auditor 15a West End West Calder EH55 8EH

**Solicitors** CMS Cameron McKenna LLP

Saltire Court 20 Castle Terrace Edinburgh EH1 2EN

The trustees have pleasure in presenting their report and the audited financial statements of the charitable company for the year ended 31 March 2016. This report is prepared in accordance with the recommendations of the Statement of Recommended Practice - Accounting and Reporting by Charities and complies with applicable law. It complies with the guidelines set out by the Office of the Scottish Charity Regulator.

#### Structure, governance and management

#### **Governing document**

The charitable company was incorporated on 18 January 2008 as a private company limited by guarantee and was registered with the Office of the Scottish Charity Regulator on 2 June 2008 and recognised as a charity by HM Revenue and Customs on 6 June 2008. The charitable company was established under a Memorandum of Association which establishes the objects and powers of the charitable company and is governed under its Articles of Association. It is governed by a board of directors, who are directors for the purpose of company law and trustees for the purpose of charity law.

#### The board of directors

The charitable company's directors need to bring expertise to the three main areas of activity the charitable company undertakes to fulfil its purpose: knowledge and understanding of the Scottish business community, whence most voluntary donations come; experience in economics and public policy, to guide the output of the charitable company; and experience of the public domain, including the media, which allows the charitable company to disseminate the results of its educational research to the Scottish public in general. The directors have extensive experience and skills in these three areas. They are also experienced in the governance of companies and charities similar to Reform Scotland so little formal training is required to be provided by the charitable company.

#### Risk management

The directors have assessed the major risks to which the charitable company is exposed and are satisfied that systems have been implemented to manage exposure to these risks.

# **Organisational Structure**

The members of the charitable company consist of:

- The founder members
- The directors of the charitable company
- Any person as admitted by the board of directors

Each member has one vote.

#### **Organisational structure (cont'd)**

Members of the charitable company guarantee to contribute an amount not exceeding £1 in the event of a winding up. The total number of such guarantees at 31 March 2016 was 2.

The first directors of the charitable company were the founder members. The number of directors cannot be less than 2, nor exceed 25. The board of directors can appoint any person as a director subject to the conditions stated.

The directors are not entitled to receive any remuneration from the charitable company.

Day-to-day management of the charitable company is delegated to G Mawdsley, who performs the role of chief executive officer.

#### Objectives and activities

The objectives of the charitable company are:

- To promote the education of the Scottish community by carrying out research using robust and objective methods;
- To publish reports and research papers on a range of public policy issues;
- To issue briefing notes and updates analysing developments in public policy;
- To arrange seminars, lectures and other public events in public policy and related topics.

#### Achievements and performance in year

#### Reports and briefing notes

Reform Scotland made progress in its stated aims in the year to 31 March 2016. It published four major pieces of research and four shorter research briefing notes during the year covering various aspects of public policy. All are available for free from <a href="https://www.reformscotland.com">www.reformscotland.com</a>

The Thinning Blue Line (June 2015)
Improving Scotland's Business Environment (August 2015)
The Basic Income Guarantee (January 2016)
Reform Scotland Manifesto of Policy Ideas (March 2016)

Research Briefing Note on The Virtual Nursery Voucher (May 2015)
Research Briefing Note 'A Class Apart: Shedding Light on School Hours' (August 2015)
Research Briefing Note on Localising Local Tax (August 2015)
Research Briefing Note on Scotland's New Powers: Tax and Welfare (March 2016)

In 2015, the Commission on School Reform was re-convened. It was originally set up in November 2011 by the think tanks Reform Scotland and the Centre for Scottish Public Policy to consider whether the school system in Scotland was meeting the present and future needs of young people. It was chaired by Keir Bloomer and published its final report, 'By Diverse Means: Improving Scottish Education', on 4 March 2013.

The members of the commission re-convened in order to prompt a new sense of urgency in Government thinking to transform our educational performance through concerted action to close the gap in attainment and accelerate overall growth in standards, drive up professional standards in teaching and empower schools to respond successfully to local educational needs. In the past year, it has published two papers:

Achievements and performance in year (cont'd)

#### Reports and briefing notes (cont'd)

Commission on School Reform Challenge Paper (November 2015) Commission on School Reform Response to the Scottish Government's National Improvement Framework (December 2015)

#### Written and oral evidence

Reform Scotland gave written evidence on the Education Bill in May 2015 to the Scottish Parliament's Education and Culture Committee and oral evidence in June 2015; written evidence was submitted in July 2015 to the Independent Commission for Competitive and Fair Taxation in Scotland; and written evidence was given in August 2015 to the Scottish Parliament's Devolution (Further Powers) Committee.

#### **Promotion**

Reform Scotland seeks to promote its activities to a wide range of people and organisations involved in the public policy debate in Scotland with copies of all reports sent to a cross-section of individuals either in hard copy or electronic form.

To promote its work more effectively, Reform Scotland launched a new website <a href="https://www.reformscotland.com">www.reformscotland.com</a> in August 2015. This features new fact sheets on the key policy areas in which Reform Scotland is interested and a new blog called the Melting Pot. This provides a forum for debate on public policy issues and enables a range of outside contributors to put forward their policy ideas.

There was considerable media interest in Reform Scotland's work with Reform Scotland or its representatives having appeared in the print or broadcast media on 118 occasions over the past year and on 1,106 occasions since the organisation was established.

#### Financial review

Although the overall amount raised by the charitable company in 2015-16 was down, thanks to a focus on reducing costs a small surplus was recorded for the year. Since then and following the year end, the charitable company has been able to secure sufficient donations to meet its ongoing running costs and to clear its outstanding bank loan. It is also continuing to look at ways of securing further donations. The directors, therefore, believe that the charity will have sufficient funding to support its activities over the next twelve months. In order to maintain its independence, as well as its freedom from commercial or political considerations, Reform Scotland does not accept commissions to undertake work, nor does it accept money from government organisations. This means that it must raise funds for no immediate gain to the donor and there may be no immediate evidence of success because of the long-term, educational nature of its work.

#### Statement of the trustees' responsibilities

The trustees (who are also directors of Reform Scotland for the purposes of company law) are responsible for preparing the Trustees' Report and the Financial Statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Company law requires the trustees to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the charitable company and of the incoming resources and application of resources, including the income and expenditure, of the charitable company for that period. In preparing these financial statements, the trustees are required to:

- select suitable accounting policies and then apply them consistently;
- observe the methods and policies of the Charities Statement of Recommended Practice (SORP):
- 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 charitable company will continue in business.

The trustees are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the charitable company and enable them to ensure the financial statements comply with the Companies Act 2006, the Charities and Trustee Investment (Scotland) Act 2005 and the Charities Accounts (Scotland) Regulations 2006 (as amended).

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

In so far as the trustees are aware:

- there is no relevant audit information of which the charitable company's auditor is unaware;
- the trustees have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

# **Auditors**

A resolution to re-appoint Brian Maloney & Co as auditor will be proposed at the annual general meeting.

Registered office:	Signed by order of the Directors
Office Space Scotland 7-9 North St David Street Edinburgh EH2 1AW	A. d
Approved by the Directors on	Andrew Sinclair Dunlop

# INDEPENDENT AUDITOR'S REPORT TO THE TRUSTEES AND MEMBERS OF REFORM SCOTLAND FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2016

We have audited the financial statements of Reform Scotland for the year ended 31<sup>st</sup> March 2016 which comprise the Statement of Financial Activities, the Balance Sheet and the related notes on pages 13 to 18. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the charitable company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006, and to the charitable company's trustees as a body, in accordance with section 44(1)(c) of the Charities and Trustee Investment (Scotland) Act 2005 and regulation 10 of the Charities Accounts (Scotland) Regulations 2006 (as amended). Our audit work has been undertaken so that we might state to the charitable company's members and the charitable company trustees 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 charitable company and its members and trustees as a body, for our audit work, for this report, or for the opinions we have formed.

#### Respective responsibilities of trustees and auditor

As explained more fully in the Statement of Trustees' Responsibilities set out on page 6, the trustees (who are also directors of the charitable company for the purposes of company law) are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view.

We have been appointed as auditor under section 44(1)(c) of the Charities and Trustee Investment (Scotland) Act 2005 and under the Companies Act 2006 and report in accordance with regulations made under those Acts.

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 (APB's) Ethical Standards for Auditors.

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

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the charitable company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the trustees; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Trustees' Annual Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

# INDEPENDENT AUDITOR'S REPORT TO THE TRUSTEES AND MEMBERS OF REFORM SCOTLAND (CONT'D) FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2016

#### **Opinion on financial statements**

In our opinion the financial statements:

- give a true and fair view of the state of the charitable company's affairs as at 31 March 2016 and of its incoming resources and application of resources, including its income and expenditure, 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 Companies Act 2006, the Charities and Trustee Investment (Scotland) Act 2005 and Regulation 8 of the Charities Accounts (Scotland) Regulations 2006 (as amended).

#### **Emphasis of Matter - Going Concern**

In forming our opinion on the financial statements, which is not modified, we have considered the adequacy of the disclosure made in Note 1(g) to the financial statements concerning the charitable company's ability to continue as a going concern. The charitable company made a surplus of £370 during the year ended 31 March 2016. At that date, the company's current liabilities exceeded its total assets by £25,120. These conditions, along with other matters detailed in Note 1(g), indicate the existence of a material uncertainty which may cast significant doubt about the charitable company's ability to continue as a going concern. The financial statements do not include the adjustments that would result if the charitable company was unable to continue as a going concern.

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

In our opinion the information given in the Trustees' Annual Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

#### 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 and the Charities Accounts (Scotland) Regulations 2006 (as amended) requires us to report to you if, in our opinion:

- The charitable company has not kept proper and adequate accounting records 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 trustees' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the trustees were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies exemption in preparing the Trustees' Annual Report.

# INDEPENDENT AUDITOR'S REPORT TO THE TRUSTEES AND MEMBERS OF REFORM SCOTLAND (CONT'D) FOR THE YEAR ENDED $31^{\rm ST}$ MARCH 2016

Brian Maloney F.C.C.A.
(Senior Statutory Auditor)
for and on behalf of
Brian Maloney & Co,
Statutory Auditor
15a West End,
West Calder
EH55 8EH

Date .....

Brian Maloney is eligible to act as an auditor in terms of Section 1212 of the Companies Act 2006.

# REFORM SCOTLAND STATEMENT OF FINANCIAL ACTIVITIES (INCLUDING INCOME AND EXPENDITURE ACCOUNT) FOR THE YEAR ENDED 31 MARCH 2016

NO	TE	Unrestricted funds	Total funds 2016	Total funds 2015
Income				
Donations	2	145,150	145,150	177,379
<b>Total income</b>		145,150	145,150	177,379
Expenditure				
Charitable activities	3	144,780	144,780	171,159
<b>Total expenditure</b>		144,780	144,780	171,159
Net income/(expenditure) and in funds for the year	net movement	370	370	6,220
Reconciliation of funds				
Total funds brought forward		(25,490)	(25,490)	(31,710)
Total funds carried forward	9	(25,120)	(25,120)	(25,490)

The statement of financial activities includes all gains and losses in the year. All incoming resources and resources expended derive from continuing activities.

# REFORM SCOTLAND BALANCE SHEET AS AT 31 MARCH 2016

	NOTE	2016 £	2015 £
FIXED ASSETS			
Tangible assets	5	1,150	1,533
CURRENT ASSETS Debtors Cash at bank and in hand	6	4,217	970
TOTAL CURRENT ASSETS		4,217	970
LIABILITIES Creditors: Amounts falling due within one year  NET CURRENT LIABILITIES	7	(30,487)	(14,659)
Total assets less current liabilities		25,120	(12,156)
CREDITORS: Amounts falling due after more than one year  NET LIABILITIES	8	(25,120)	(13,334)
The funds of the charity: Unrestricted	9	(25,120)	(25,490)
TOTAL CHARITY FUNDS		(25,120)	(25,490)

These financial statements are prepared in accordance with the special provisions of Part 15 of the Companies Act 2006 and with the Financial Reporting Standard for Smaller Entities (effective January 2015) and were approved by the Board of Directors and signed on their behalf by:

Andrew Sinclair Dunlop
on

The notes on pages 13 to 18 form part of these financial statements.

#### 1. ACCOUNTING POLICIES

#### (a) Basis of preparation

The financial statements have been prepared in accordance with Accounting and Reporting by Charities: Statement of Recommended Practice applicable to charities preparing their accounts in accordance with the Financial Reporting Standard for Smaller Entities published on 16/07/14, the Financial Reporting Standard for Smaller Entities (effective January 2015) and the Companies Act 2006. Assets and liabilities are initially recognised at historical cost or transaction value unless otherwise stated in the relevant accounting policy note(s).

#### (b) Fund accounting

Unrestricted funds are available for use at the discretion of the directors in furtherance of the general objectives of the charity.

#### (c) Operating leases

Operating leases are charged to the Statement of Financial Activities on a straight line basis over the period of the lease.

#### (d) Incoming resources

Items of income are included in the Statement of Financial Activities when all of the following criteria are met:

- The charity or its subsidiary have entitlement to the funds;
- Any performance conditions attached to the item(s) of income have been met or are fully within the control of the charity or its subsidiary;
- There is sufficient certainty that receipt of the income is considered probable and
- The amount can be measured reliably.

The specific policies are applied to particular categories of income:

- Donated services or facilities are recognised as income when the charity has control over the item, any conditions associated with the donated item have been met, the receipt of economic benefit from the use by the charity of the item is probable and that economic benefit can be measured reliably.
- Investment income is included when receivable.
- Incoming resources from charitable activities are accounted for when earned.

#### (e) Expenditure and irrecoverable VAT

Expenditure is recognised once there is a legal or constructive obligation to make a payment to a third party, it is probable that settlement will be required and the amount of the obligation can be measured reliably. Expenditure is classified under the following activity headings:

• Expenditure on charitable activities includes the costs of activities undertaken to further the purposes of the charity and their associated support costs, these costs are outlined in notes 3 and 4 of the Financial Statements.

#### (f) Allocation of support costs

Support costs are those functions that assist the work of the charity but do not directly undertake charitable activities. Support costs include back office costs, finance, personnel, payroll and governance costs which support the charities activities. These costs have been allocated to expenditure on charitable activities. The bases on which support costs have been allocated are set out in note 4.

#### 1. ACCOUNTING POLICIES (CONT'D)

#### (g) Going concern

Reform Scotland earned a surplus of £370 in the year to 31 March 2016 although, at that time, the charitable company's liabilities exceeded its total assets by £25,120. Reform Scotland has since secured sufficient funding to enable the charitable company to pay off its bank loan and to cover its ongoing running costs. Therefore, the Trustees have deemed the entity to be a going concern and have made sufficient disclosures concerning going concern in order to give a true and fair view.

#### (h) Tangible fixed assets

Provision is made for the depreciation of fixed assets in order to write off the cost or valuation of these assets over their expected useful lives.

The annual depreciation rates and methods are as follows:

Office equipment – 20% straight line

Items costing over £100 and with a useful economic life of more than one year are capitalised.

#### (i) Creditors and provisions

Creditors and provisions are recognised where the charity has a present obligation resulting from a past event that will probably result in the transfer of funds to a third party and the amount due to settle the obligation can be measured or estimated reliably. Creditors and provisions are normally recognised at their settlement amount after allowing for any trade discounts due.

#### (j) Financial instruments

The trust only has financial assets and financial liabilities of a kind that qualify as basic financial instruments. Basic financial instruments are initially recognised at the transaction value and subsequently measured at their settlement value with the exception of bank loans which are subsequently measured at the carrying value plus accrued interest less repayments. The financing charge to expenditure is at a constant rate calculated using the effective interest method.

#### (k) Legal status of the Trust

The charity is a company limited by a guarantee and has no share capital. The liability of each member in the event of winding-up is limited to £1.

#### 2. DONATIONS

	2016 Unrestricted £	2016 Total £	2015 Total £
Donations	129,768	129,768	154,830
Gift aid	15,036	15,036	22,549
Other income	346	346	
	145,150	145,150	177,379

#### 3. ANALYSIS OF CHARITABLE EXPENDITURE

	Education Research & Publicity £	Total for 2016	Total for 2015
Events	415	415	5,189
Reports	2,204	2,204	1,402
Newspapers	1,501	1,501	3,095
Consultancy fees	38,658	38,658	52,962
Wages and salaries	75,031	75,031	75,073
Support and Governance Costs (see note 4)	26,971	26,971	33,438
	144,780	144,780	171,159

Expenditure on charitable activities was £144,780 (2015 - £171,159) of which £144,780 was unrestricted (2015 - £171,159).

#### 4. ANALYSIS OF SUPPORT AND GOVERNANCE COSTS

The charity initially identifies the cost of its support functions. It then identifies those costs which relate to the governance function. Governance costs and other support costs are apportioned separately between the key charitable activities in the year (see note 3).

Refer to the table below for the basis for apportionment and the analysis of support and governance costs.

	General Support £	Governance Function £	Total for 2016	Total for 2015	Basis for Appt'mt
Rent	15,936	-	15,936	16,638	actual
Telephone	293	-	293	409	actual
Printing, stationery and postage	545	-	545	483	actual
Computer and IT expenses	1,727	-	1,727	3,925	actual
Travel and subsistence	63	-	63	1,573	actual
Entertaining	375	-	375	544	actual
Bank charges	668	-	668	707	actual
Bank interest (including loan interest)	1,077	-	1,077	1,052	actual
Sundry expenses	269	-	269	297	actual
Depreciation	383	-	383	384	usage
Professional fees	-	3,115	3,115	4,906	governance
Audit fees	-	1,500	1,500	1,500	governance
Accounting fees		1,020	1,020	1,020	governance
	21,336	5,635	26,971	33,438	

5. TANGIBLE FIXED ASSETS		Office Equipment £
Cost As at 1 April 2015 Additions		11,272
As at 31 March 2016		11,272
<b>Depreciation</b> As at 1 April 2015 Charge for the year		9,739 383
As at 31 March 2016		10,122
Net Book Value As at 31 March 2016		1,150
As at 31 March 2015		1,533
6. DEBTORS Sundry debtors	2016 £	2015 £ 970
7. CREDITORS: Amounts falling due within one year	2016	
	2016 £	2015 £
Bank overdraft Taxation and social security Other creditors Bank loan	4,110 13,044 13,333	3,320 2,047 6,435 2,857
	30,487	14,659
8. CREDITORS: Amounts falling due after more than one year	r	
<b>, ,</b>	2016 £	2015 £
Bank loan		13,334

# 9. ANALYSIS OF CHARITABLE FUNDS

Analysis of movements in unrestricted funds

Unrestricted Funds	As at 1 Apr 15 £	Incoming £	Outgoing £	As at 31 Mar 16 £
General funds	(25,490)	145,150	(144,780)	(25,120)
<b>Total Funds</b>	(25,490)	145,150	(144,780)	(25,120)

#### 10. ANALYSIS OF NET ASSETS BETWEEN FUNDS

Fund Balances as at 31 March 2016 are represented by:	General Fund £	Total Funds £
Tangible fixed assets	1,150	1,150
Current assets	4,217	4,217
Liabilities	(30,487)	(30,487)
Net liabilities	(25,120)	(25,120)

#### 11. STAFF COSTS AND DIRECTORS' REMUNERATION

	2016	2015
	£	£
Wages and salaries	69,659	69,656
Social security costs	5,372	5,417
	75,031	75,073

No director received remuneration during the year. No employees received emoluments over £60,000 during the year. The average number of employees during the year was 2 (2015 - 2).

#### 12. NET INCOME/(EXPENDITURE) FOR THE YEAR

	2016	2015 £
	£	
This is stated after charging:		
Depreciation	383	384
Auditor's remuneration	1,500	1,500

The auditor did not receive reimbursement of expenses or remuneration for any non-audit services.

#### 13. FINANCIAL COMMITMENTS

Property	£	£
Operating leases which expire in:		
Less than one year	15,408	15,408

2016

2015

#### 14. COMPANY LIMITED BY GUARANTEE

In the event of the company being wound up the members agree to contribute such amount as may be required not exceeding £1.

#### 15. TAXATION

The company, being a charity, is eligible for exemption from tax on income under section 478 of the Corporation Tax Act 2010.

#### 16. TRUSTEES' REMUNERATION AND RELATED PARTY TRANSACTIONS

The following directors made donations to Reform Scotland during the year ended 31 March 2016:

Ben Thomson £2,000; Alan McFarlane £30,000; Alex Hammond-Chambers £5,000.

During the year no director received any reimbursement of expenses (2015 – nil).

None of the trustees (or any other person connected with them) received any remuneration during the year (2015 - nil).

There were no other transactions or contracts entered into by the charity in which any trustee or other person related to the charity had any personal interest in the year (2015 - nil).