

THE DOLPHIN SQUARE CHARITABLE FOUNDATION
(Registered Charity Number: 1110090)
REPORT AND ACCOUNTS
FOR THE YEAR ENDED 31 MARCH 2020

THE DOLPHIN SQUARE CHARITABLE FOUNDATION

**REPORT AND ACCOUNTS
YEAR ENDED 31 MARCH 2020**

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THE DOLPHIN SQUARE CHARITABLE FOUNDATION

REFERENCE AND ADMINISTRATIVE DETAILS

Corporate Trustee:	Dolphin Square Charitable Trustee Limited
Brand name:	Dolphin Living
Governors of Corporate Trustee	David Lavarack (Chair) Deirdra Armsby Bruce Clitherow Andrew Giblin Julia Moulder Sarah Philbrick Catriona Simons (resigned 11 February 2020) Sarah Smith (appointed 11 February 2020) Jane Staveley Anna Strongman
Acquisition, Finance and Development Committee	Andrew Giblin (Chair) David Lavarack Fenella Edge Julia Moulder Richard Petty Sarah Philbrick Anna Strongman
Audit and Risk Committee	Jane Staveley (Chair) Deidra Armsby Ben Laryea Richard Petty (resigned 2 July 2019) Catriona Simons (resigned 11 February 2020) Sarah Smith (appointed 11 February 2020)
Remuneration and Nominations Committee	Bruce Clitherow (Chair) Andrew Giblin David Lavarack Jane Staveley
Key management personnel	Olivia Harris (Chief Executive) Alex Glenister (resigned 31 August 2019) James Hedgman Sam While Octavia Williams

THE DOLPHIN SQUARE CHARITABLE FOUNDATION

REFERENCE AND ADMINISTRATIVE DETAILS (Continued)

Banker	Barclays Bank plc Level 25 1 Churchill Place London E14 5HP
Solicitors	CMS Cameron McKenna Nabarro Olswang LLP Cannon Place 78 Cannon Street London EC4N 6AF
	Stone King LLP 29 Ely Place London EC1N 6TD
	Devonshires Solicitors 30 Finsbury Circus London EC2M 7DT
Auditor	Crowe U.K. LLP St Bride's House 10 Salisbury Square London EC4Y 8EH
Investment Managers	Cazenove Capital Management 12 Moorgate London EC2R 6DA

DOLPHIN SQUARE CHARITABLE FOUNDATION

REPORT OF THE TRUSTEE FOR THE YEAR ENDED 31 MARCH 2020

The Trustee presents the annual report and audited financial statements for the year ended 31 March 2020. These financial statements reflect the results of the Charity and its subsidiaries (the "Group").

ESTABLISHMENT

The Dolphin Square Charitable Foundation (the "Charity") was first registered as a charity on 17 June 2005 under registered Charity Number 1110090. Its governing document is a Trust Deed 11 May 2005.

TRUSTEE

Dolphin Square Charitable Trustee Limited is the corporate trustee of the Charity. Its governors are as follows:

- David Lavarack, (Chair) MBA, DipFS, ACIB
- Deirdra Armsby, BA (Hons)
- Bruce Clitherow, TD, BSc, MRICS
- Andrew Giblin, BSocSc
- Julia Moulder
- Sarah Philbrick
- Catriona Simons Resigned (11 February 2020)
- Sarah Smith Appointed (11 February 2020)
- Jane Staveley
- Anna Strongman

The company secretary is Olivia Harris BSc FCA.

There are four classes of membership:

- A The Dolphin Square Trust (represented by Bruce Clitherow)
- B Westminster City Council (represented by Deirdra Armsby)
- C CityWest Homes
- D Other Governors

The rights of the various classes of members are set out in the Memorandum and Articles but in summary are:

- A The right to nominate a governor and to veto a governor's removal.
- B The right to nominate a governor and to veto certain amendments to articles.
- C The right to nominate a governor
- D No special rights.

THE DOLPHIN SQUARE CHARITABLE FOUNDATION

REPORT OF THE TRUSTEE FOR THE YEAR ENDED 31 MARCH 2020 (Continued)

STRUCTURE, GOVERNANCE AND MANAGEMENT

Dolphin Square Charitable Trustee Limited (the "Trustee") is a company limited by guarantee (number 5442737, incorporated 4 May 2005) and was formed to declare the trust and to act as trustee of the Charity.

The Charity is funded by a total of £125 million received to date in accordance with the Deed of Gift between Dolphin Square Trust Limited and the Trustee as trustee of the Charity. These monies were realised from the sale of leasehold interests held by Westminster City Council and the Dolphin Square Trust (Industrial & Provident Society: 16737R) in the Dolphin Square mansion block in Pimlico.

The Trustee holds the assets to apply the income and, at its discretion, the capital in furtherance of the objectives.

The Governors meet quarterly to set the strategy and policies of the Charity and monitor operational activity and financial performance. Day to day management of the work of the Charity is delegated to the Chief Executive and her team.

The Charity has committees covering areas of specialised interest: Acquisition, Finance & Development; Audit & Risk; and, Remuneration & Nominations. These committees meet regularly and help to implement the Board's decisions and report to the main board.

From time to time new Governors are recruited, based on assessment of the Charity's business requirements. The method of recruitment, induction and appraisal of Governors is decided upon by the Board in accordance with the articles and in light of best practice within the sector. All prospective Governors are asked to attend a full meeting and, if appointed, will be inducted into the procedures of the Charity by the Chief Executive and her staff.

A number of training opportunities have been identified and Governors are encouraged to participate in those that they feel to be of use.

The Governors of the Dolphin Square Charitable Foundation received no remuneration during the year. Details of Governors' expenses and related party transactions are disclosed in notes 17 and 19 to the accounts. Governors are required to disclose all relevant interests and register them with the Chief Executive and in accordance with the Charity's policy withdraw from decisions where a conflict of interest arises. Several Governors are active in the affordable housing sector. The Charity's trust deed recognises the potential for conflicts of interest to occur and regulates how they are managed at Board meetings.

**THE DOLPHIN SQUARE CHARITABLE FOUNDATION
REPORT OF THE TRUSTEE
FOR THE YEAR ENDED 31 MARCH 2020 (Continued)**

SUBSIDIARIES, STRUCTURE, GOVERNANCE AND MANAGEMENT

The Charity has three subsidiaries, Dolphin Living Limited (Community benefit society number 32446R, regulated by the Regulator of Social Housing), Hoxton Regeneration Limited and DSF Developments Limited. A number of Governors and staff of the Charity are directors of the subsidiaries. Dolphin Living Limited also has independent directors. The subsidiaries hold regular Board meetings and directors are invited to attend committee meetings as necessary. In accordance with normal industry practice independent directors of Dolphin Living Limited receive remuneration.

All staff are jointly employed by the Charity and its subsidiaries. Each entity is responsible for its own direct costs. The Charity has entered into a cost sharing agreement for central costs with its subsidiaries based upon staff allocations. The Charity enters into other arms-length transactions with its subsidiaries.

OBJECTIVES AND ACTIVITIES

The Objectives of the Charity are to:

“Provide reasonable assistance in securing accommodation within the City of Westminster for individuals (and any dependants living with them) who are in need of accommodation as a result of:

- Their employment in the public or voluntary sectors or in relevant employment in the City of Westminster and the surrounding area, having regard to the fact that such individuals could not afford to secure such accommodation on normal commercial terms; or
- Financial hardship, social or economic need, age, ill health, disability or any other need.”

The objectives define the interpretation of the terms “public sector,” “voluntary sector,” and “relevant employment.” They also describe the consultation required between the Charity and Westminster City Council regarding the determination of the needs of people living in the area and the activities of the Charity, which will meet those needs. With the consent of Westminster City Council, the Charity may secure accommodation outside of the City of Westminster.

**THE DOLPHIN SQUARE CHARITABLE FOUNDATION
REPORT OF THE TRUSTEE
FOR THE YEAR ENDED 31 MARCH 2020 (Continued)**

CHAIR'S FOREWORD

Whilst we review the financial year that has passed, we do so with the most extraordinary backdrop. The speed and scale of the impact of Covid-19 on business and the economy is unprecedented and profound long-term consequences will play out long after the government lockdown has lifted. However, I am certain that the Group has the capability, coupled with a solid financial platform, to respond to this unique and fluid challenge and to continue to deliver great homes at below market rents for hard-working Londoners.

I am pleased to report that the 2019/20 financial year has seen good results across financial performance, development and service delivery. Net income of £1.9m and an operating margin of 40% reflects a solid financial performance and is consistent with last year when excluding grant income. Our statement of financial position remains strong with net assets of £166m, including significant cash reserves which provides a sound financial platform moving forward. Our forecasts support the long-term viability of the organisation even when stress testing our revenue streams.

Construction was completed at Westbourne Park Baptist Church in September 2019, adding an additional 33 homes for intermediate rent. Whilst construction on our developments at Lanark Road, Westminster, and Kingsland Road, Hackney were on-going at the year end, I am pleased to report that both these developments have now been completed. Kingsland Road will add a further 68 homes to the portfolio and Lanark Road a further 73 homes. Development continues at The Broadway in Westminster, where the Group has forward purchased 10 homes for intermediate rent with completion due in winter 2021.

After detailed consultations with all stakeholders, I am pleased that in July 2020, planning permission for the redevelopment of the New Era estate was granted by the London Borough of Hackney. Our focus now moves to the funding and construction of this scheme which when completed will provide much needed additional homes in Central London. Our focus on delivering both a good service to the existing tenants and keeping them informed as the plans move to the next stage, will remain a priority.

Our primary charitable objective is to provide homes for rent in central London to those who cannot afford market housing near their place of work. This is met through the provision of intermediate rental homes which make up 83% of our property portfolio of 660 homes, with the rent levels on average set at 59% of local market rent. The homes are offered at a range of rents, meaning we are supporting London's workers on a range of incomes and in a variety of occupations.

The operations team, in conjunction with our outsourced managing agent, continue to deliver a comprehensive suite of property management services to a high standard. We prioritise health and safety and we are 100% compliant with all our statutory compliance requirements. We pride ourselves on the quality of our housing stock and we are proactively planning scheduled maintenance and refurbishment on many of our older homes over the next three years.

The Westminster Home Ownership Accelerator scheme provides a wonderful opportunity for residents to begin their home ownership journey. The Board is very pleased that we have provided a further eight grants totaling £125,469 during 2019/20. These grants have assisted participants on the scheme to purchase their own homes.

We see resident engagement as vital to the success of the charity. The Charity's team regularly visit our estates and talk to residents about their experiences. We encourage resident forums and associations and we see this as an important opportunity to create a sense of engagement and community. Moving forward, we will continue to improve our communication channels, including digital platforms where residents will be able to report repairs and maintenance issues.

The coming year will be challenging as we confront the uncertainty of operating in the post covid-19 pandemic period. Over the summer of 2020 the Board and the executive will agree the foundations for a new three-year strategy, which will commence in 2021. I'm confident that with the talented individuals at both board and executive level, a strong balance sheet and a disciplined approach to risk management, we are well placed to continue to grow and provide more homes for working Londoners.

I am delighted to welcome Sarah Smith to the board who joined in February 2020. Sarah brings extensive expertise and experience in finance, accounting and housing. Once again, I would like to record my thanks to my fellow board members for their professionalism and enthusiasm in the pursuit of achieving the Charity's goals. I'd also like to thank the whole Dolphin Living team, ably led by our Chief Executive, Olivia Harris, who have delivered these good results.

I look forward to working with the Board and the Dolphin Living team over the coming year to continue to deliver great homes and services to Londoners on limited incomes.



David Lavarack
Chair

**THE DOLPHIN SQUARE CHARITABLE FOUNDATION
REPORT OF THE TRUSTEE
FOR THE YEAR ENDED 31 MARCH 2020 (Continued)**

ACHIEVEMENTS AND PERFORMANCE

Homes available to rent

During the year the Porchester Road development completed which added a further 33 homes to our portfolio which now comprises 660 homes for rent and 13 commercial units. Of the total portfolio 83% is intermediate rent, providing homes at an average rent of 59% of market rent whilst delivering a financial return that ensures the continued financial viability and growth of the Charity.

A further 141 homes have been completed since 31 March 2020 and are now available for rent during 2020. In July 2020 we obtained planning permission for the New Era development.

	Intermediate	Social	PRS	TOTAL No. of housing homes	Commercial units	TOTAL
Homes in management						
Portfolio at 31 March 2020	560	39	61	660	13	673
<i>% of portfolio</i>	83%	6%	9%		2%	100%
Homes under construction	73	10	58	141	-	141
Portfolio at 31 March 2021	633	49	119	801	13	814
Planning	114	14	171	299	1	300
Existing units demolished for redevelopment	(96)	-	-	(96)	(11)	(107)
Forecasted Total	651	63	290	1,004	3	1,007

We continue to meet our charitable objectives with the majority of our affordable housing being intermediate rental homes. These homes provide stable tenancies at a range of rents affordable to households earning less than the affordable housing incomes limits set annually by the Mayor of London. Priority is given to those who can afford the rent yet earn the least and those who will most fully occupy each home. In following our charitable objects, we aim to prioritise those with a Westminster connection.

Alongside our intermediate rental homes we provide a smaller number of homes at affordable and social rent that are subject to nominations by the local authority. We also own and let a portfolio of homes for those with a more acute housing need.

In 2016 we introduced a personalised rent approach for the tenants at the New Era estate which allowed rent levels to be set based on a resident's ability to afford the rent. In March 2019 we saw the first three-year review of the policy. All participating tenants continued with this innovative rent setting approach. The design of this policy supports the low-income workers who live on the New Era estate and continues to be in alignment with our charitable objectives. In 2019 we introduced the personalised rent policy at our Porchester Road property.

Throughout the year we maintained 100% compliance with Health & Safety targets.

THE DOLPHIN SQUARE CHARITABLE FOUNDATION

REPORT OF THE TRUSTEE FOR THE YEAR ENDED 31 MARCH 2020 (Continued)

ACHIEVEMENTS AND PERFORMANCE (Continued)

Development properties and pipeline

Construction was completed at Westbourne Park Baptist Church in September 2019. The development provides a church and facilities integrated with a children's library, with 33 homes for intermediate rent. The homes are known as Porchester Road and 22 of the 33 homes are let through the Westminster Home Ownership Accelerator (WHOA) scheme. WHOA aims to help working Londoners on lower incomes become home owners by providing a grant at the end of their tenancy with the Charity. The remaining 11 homes are let at Personalised Rents which sees a tenant having their rent set at affordable rents based on their income levels which is an innovative rental product created by the Charity.

During the year construction continued at our developments at Lanark Road, Westminster, and Kingsland Road, Hackney where the charity has forward purchased 68 homes from the developer. Despite the onset of the Covid-19 pandemic and the impact on construction completion of the 68 homes at Kingsland Road was attained in May 2020, and the 73 homes at Lanark Road in June 2020, with the community centre and sports hall at Lanark Road completing in July 2020. While observing the social distancing restrictions we are working hard to let these new homes and are delighted to report that interest has been high and lettings are proceeding at pace.

Development continued at The Broadway, a development in the heart of Westminster, where the Charity has purchased 10 homes for intermediate rent. This remains on track to complete in 2021 providing 10 further high quality intermediate homes for working Londoners on modest incomes.

In July 2020 the London Borough of Hackney resolved to grant planning consent for the New Era estate in Hackney where 199 new homes will be built. During 2019 the Charity submitted a planning application for the redevelopment of 100 homes at Camberwell in the London Borough of Southwark.

We continue to be active in the market looking for opportunities to acquire sites, completed properties and existing homes. We remain committed to our Westminster beneficiaries, albeit acknowledging that in balancing costs against number of beneficiaries, we will continue to seek opportunities in areas that provide a sustainable commute to Westminster as well as making acquisitions within Westminster.

Funding

As new development opportunities present themselves, we will continue to look at our funding strategy.

In 2017 we successfully issued a £25m charity bond. The Charity still has a further £20m of bonds available for future issue when required.

The financial strength of the Group remains strong with cash or near cash being £20.3m and a net asset position of £166m. We are therefore well placed to look at a variety of funding avenues including the £20m unissued charity bonds as and when this funding is required.

THE DOLPHIN SQUARE CHARITABLE FOUNDATION
REPORT OF THE TRUSTEE
FOR THE YEAR ENDED 31 MARCH 2020 (Continued)

ACHIEVEMENTS AND PERFORMANCE (Continued)

Strategy

The Board and Executive team have invested significant amounts of time and energy to the development of the New Era Estate in Hackney over a number of years. We continue to interact with tenants and with the London Borough of Hackney. There has been a clear focus on getting the design right to maximise our charitable objectives, service the existing tenants and maintain a sufficient yield on the investment. Having now received planning approval we can now progress this significant and strategic development.

We are now nearing the end of our current strategy where we have seen growth in our homes under management and in our development pipeline. We are pleased that in this period we have added 62 homes to our portfolio with a further 141 completing post year end, we have gained planning approval for 199 and submitted a planning request for a further 100 homes. Once these homes are completed, our residential portfolio will total 1,004 homes for working Londoners.

During 2020 we will once again sit down and review our achievements and look to the future with a suitably challenging strategy covering the next three financial years to 2023/24. This will continue to reflect the Board's desire to grow the portfolio in parallel to offering first class service to our existing tenants. The strategy will again set out our desire to provide more homes for working Londoners whilst taking due consideration for the external environment we now operate in as a result of the Covid-19 pandemic.

The Team

Our Executive team, led by Olivia Harris as Chief Executive, comprises 13 employees across property acquisition & development, property letting & management, and finance & management. Remuneration is reviewed annually with reference to current salaries, wage inflation and market rates. Management set remuneration for all staff except for senior management where remuneration is set by the Remuneration and Nominations Committee who also approve the overall salary expenditure. Key management personnel is made up of Olivia Harris (Chief Executive), James Hedgman (Finance Director), Samuel While (Development Director) and Octavia Williams (Operations and Compliance Director).

THE DOLPHIN SQUARE CHARITABLE FOUNDATION
REPORT OF THE TRUSTEE
FOR THE YEAR ENDED 31 MARCH 2020 (Continued)

PUBLIC BENEFIT

The Charity has had regard to the guidance issued by the Charity Commission in respect of public benefit under the Charities Act 2011. The Board of Governors is keen to ensure there is an effective and appropriate balance of activity addressing the objectives of the Charity, both of which generate public benefit.

Every development scheme the Charity undertakes will have a proportion of the development providing accommodation at rents lower than those available in an open market. This benefits those working in the City of Westminster and Greater London by reducing travel time and expense and providing a stable tenancy with limited rental increases in a property that is managed for the benefit of the tenants. These factors improve quality of life for those working in the City of Westminster and Greater London who are not able to afford market rents.

The Charity provides accommodation to those in more acute financial hardship such as the homeless in the City of Westminster. The beneficiaries are housed in accommodation in the City of Westminster which is appropriate to their needs and family composition. The Charity also invests in projects that support the homeless to obtain work and provides accommodation to the beneficiaries of the projects. The provision of accommodation is another key stability factor supporting those entering the workplace.

CHARITY CODE OF GOVERNANCE

The Charity has adopted the Charity Code of Governance as set out by the Charities Commission. The Charity substantively complies with the Code of Governance and aspires to adopt all of the Code.

INVESTMENT POLICY

The Charity's Treasury Policy, including its Investment Strategy for non-property assets, is continually under review by the Acquisition, Finance and Development Committee. In accordance with the reserves policy the Committee ensures that the projected investment in properties and operating costs can be covered by readily available funds, whilst ensuring that the risks inherent in the investment portfolio are mitigated and returns are maintained. During the year investment performance has been in line with the Investment Strategy.

RESERVES POLICY

The reserves policy of the Charity is to hold sufficient liquid assets and undrawn loan facilities to meet all commitments and at least 12 months of operating costs.

The reserves of the Charity invested in liquid assets are held to provide certainty of amount, at maturity, to match the Charity's utilisation of these funds in its property development activities.

The Charity has invested reserves of £166 million in properties, working capital and liquid assets.

Included in general reserves are £1.3 million of reserves designated for the long-term maintenance of the properties. A review of the life cycle costs indicates that significant expenditure from designated

THE DOLPHIN SQUARE CHARITABLE FOUNDATION
REPORT OF THE TRUSTEE
FOR THE YEAR ENDED 31 MARCH 2020 (Continued)

RESERVES POLICY (Continued)

reserves is unlikely for 10 years as the majority of the properties owned by the Charity are new build properties. Free reserves, excluding fixed assets, long term debt and committed funds, is £10.7m million. This is in excess of our target of 12 months of operating costs as funds are held for acquisition opportunities.

FINANCIAL REVIEW

	2020	2019	2018	2017	2016
Net assets	£166.0	£164.1	£161.7m	£161.5m	£149.0m
Turnover	£9.2m	£9.7m	£8.7m	£19.0m	£3.3m
Operating surplus [^]	£3.6m	£3.9m	£3.2m	£13.6m	£(0.2)m
Operating margin	39%	40%	36%	72%	-5.2%
Gearing	68%	69%	63%	45%	41%
Interest cover	5.1	5.5	2.8	8.8	32.5
Homes under management	660	631	629	600	444
Homes completed in year	33	-	29	156	73

[^] Operating surplus excludes finance costs, restricted and investment income and goodwill amortisation.

Turnover although down on 2018/19 was in alignment with our expectations. During the 2019/20 financial year, the charity did not receive any grant income (2019: £0.5 million). We also continue to dispose of homes that do not deliver our strategic objectives with three homes sold during the year (2019: two). This loss of income is offset by the addition homes at Porchester Road which were completed in September 2019 and so have only realised part year income.

We anticipate revenue will grow in the coming year as the recently added homes at Kingsland Road and Lanark Road start to generate rental income from the first quarter of the 2020/21 financial year. Rental income is received from three sources; income from the tenants at our purpose built developments; income on existing stock that the Charity has acquired; and, income on properties that the Charity leases to tenants under its objective to assist those in acute housing need.

Expenditure in the year is generally at the same level as 2018/19 with moderate increases across the areas of operations. We do expect our costs to increase in 2020/21 in correlation with the increased revenue from the new homes being introduced.

Net income for the Group for the year was £1.9 million (2019: £2.4 million). After realised and unrealised losses on investments, general reserves of £166 million (2019: £164 million) were carried forward.

THE DOLPHIN SQUARE CHARITABLE FOUNDATION
REPORT OF THE TRUSTEE
FOR THE YEAR ENDED 31 MARCH 2020 (Continued)

GOING CONCERN

In the last few weeks of March 2020 the impact of the Covid-19 pandemic reached the UK in a way that could never have been foreseen. The longer term impacts still remain unknown however the short-term view at least at the date of the signing of this report looks on balance positive for the charity.

The pandemic has had a marginal impact on the core operations of the Charity and Group as of June 2020. We have seen an increase in the rent arrears position through April and May however with collection rates of our residential income at 95% and 98% of residential rent demanded respectively we see the impact as being modest. These rates will be truly tested once the government's furlough funding support is reduced and/or ceases.

Where tenants have approached the Charity for assistance, we have addressed each case individually and on its merits. We are providing as much assistance as we can where appropriate to tenants and want to work with them to overcome any financial hardship they may sustain over this period of uncertainty.

The Charity, as disclosed in this report, has substantial cash reserves. With the development schemes at Kingsland Road and Lanark Road completing in June and July 2020 respectively, the Charity's contractual commitments will thereafter reduce significantly. Having forecasted the Group's cashflow out to 2023/24 and having stress tested the rental receipts over that same period, the Governors feel that the group has sufficient cash reserves to meet an unexpected and significant fall in rental income.

Once the UK entered the lock down period in March 2020, the Charity's office on Belgrave Road was closed and staff commenced working from home remotely. The organisation has had remote working capability for some time so staff were already capable of accessing all systems and files remotely with appropriate internal controls maintained. Therefore, there was little or no disruption to the service levels expected of the Group.

We have a continuous dialogue with the Group's property management agent who are key to delivering the Group's service model. They have continued to operate and deliver a solid service over the lockdown period. They are part of a larger housing group of companies and are financially secure.

The executive team are monitoring the financial position and performance of the Charity closely with updates on key metrics provided to governors on a monthly basis.

The Governors, although acknowledging the potential impact of Covid-19, are satisfied that the financial strength that underpins the Charity provides sufficient confidence that the Charity and its subsidiaries have the ability to continue to operate as a going concern.

THE DOLPHIN SQUARE CHARITABLE FOUNDATION
REPORT OF THE TRUSTEE
FOR THE YEAR ENDED 31 MARCH 2020 (Continued)

BUSINESS RISK MITIGATION POLICY

The Governors are responsible for safeguarding the assets of the Charity and for ensuring that it is fully compliant with relevant regulations and best practice. They review the key risks to which the Charity is exposed at least once a year, together with the operating and financial compliance controls that have been implemented to mitigate those risks. The detailed risk register is maintained by the executive team and a strategic risk register is prepared for regular review by the Audit & Risk Committee, and annually by the Board. The Board are of the view that the formal on-going process for identifying, evaluating and managing the Charity's significant risks that has been in place for the year ending 31 March 2020 continues to be appropriate for the Charity.

The key risks identified in the most recent review by the Board, including factors that are likely to affect the financial performance or position going forward are:

- The impact of Covid-19 pandemic on the Charity's ability to collect rents as they fall due and subsequent impact on cashflow;
- economic recession stemming from the Covid-19 pandemic;
- the removal of section 21 of the Housing Act 1988; and
- the risk of growth being impeded by the lack of acquisition opportunities.

The plans and strategies in place for mitigating those risks are set out in the risk register and include:

- oversight by the Board and sub-committees of those areas of the organisation;
- recruiting and retaining suitably qualified and experienced staff and professional advisors to oversee, advise and manage those areas of the organisation;
- regular reporting against Key Performance Indicators and budgets;
- stress testing our budgets and our longer term forecasts;
- processes for approval of acquisitions and development expenditure; and
- an outward looking approach to key areas of operation focussing on regular contact with key stakeholders and those active in the affordable housing arena.

The Board continue to identify any skills gaps. Recruitment of new Governors is focussed on acquiring the needed skills.

PLANS FOR FUTURE PERIODS

We will continue to build our portfolio of sub-market rental properties through direct development, working with developers to acquire the affordable housing element of larger schemes and through the acquisition of existing homes where suitable opportunities arise. We continue to be open to joint venture opportunities with other charitable or benevolent landowners who wish to develop their sites and lack either capital or development expertise. The successes we have had in the recently completed schemes at Westbourne Park Baptist Church, Kingsland Road and at Lanark Road can be used to support future applications as a joint venture partner and we anticipate future opportunities and growth through similar joint venture opportunities.

THE DOLPHIN SQUARE CHARITABLE FOUNDATION
REPORT OF THE TRUSTEE
FOR THE YEAR ENDED 31 MARCH 2020 (Continued)

PLANS FOR FUTURE PERIODS (Continued)

Our planning consent for the New Era estate and submitted application at Camberwell will further enhance our growing portfolio of intermediate rents. We will cautiously progress these developments in terms of both resource required and financial capacity to deliver them.

As the residential portfolio has grown so the future plans of the Charity have expanded to include the responsibilities of being a landlord. We aim to provide an exemplary service, ensuring that our homes are regularly upgraded and the portfolio delivers its potential. Throughout all the Charity does, from design, through construction and delivery, to management, there is embedded a strong commitment to meeting our customers' needs and in doing so fulfilling our charitable objectives.

We will champion the provision of sub-market rental housing as essential in central London and other high value locations.

We are following closely the emerging Build to Rent planning policies and, whilst continuing to focus on our charitable objects, are adapting our offering to fit within this framework. What sets us apart from other Build to Rent providers is our stated goal to maximise the amount of sub-market rental housing within each development. We aim to help a wide range of beneficiaries and income brackets and this is achieved particularly effectively and efficiently through our personalised rent.

To fund future growth we will raise additional finance as required but will always be mindful of maintaining the strong financial stability that currently exists.

THE DOLPHIN SQUARE CHARITABLE FOUNDATION

STATEMENT OF TRUSTEE'S RESPONSIBILITIES

The Trustee is responsible for preparing the annual report and the financial statements in accordance with applicable law and United Kingdom Generally Accepted Accounting Practice.

Law applicable to charities in England and Wales requires the Trustee to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Charity and the Group and of the Group's incoming resources and application of resources of the year. In preparing financial statements giving a true and fair view the Trustee should follow best practice and:

- select suitable accounting policies and apply them consistently;
- observe the methods and principles in the Charities SORP;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards and statements of recommended practice have been followed, subject to any 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 Group will continue in operation.

The Trustee is responsible for keeping accounting records that disclose with reasonable accuracy the financial position of the Charity and the Group and enable the trustee to ensure that the financial statements comply with the Charities Act 2011 and regulations made thereunder. The Trustee is also responsible for safeguarding the assets of the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Crowe U.K. LLP has indicated its willingness to be reappointed as statutory auditor.

Approved and authorised for issue by the Trustee on 28th July 2020 and signed on its behalf.



David Lavarack
(Chair of Governors)



Andrew Giblin
(Governor)

**INDEPENDENT AUDITOR'S REPORT TO THE TRUSTEE OF
THE DOLPHIN SQUARE CHARITABLE FOUNDATION
FOR THE YEAR ENDED 31 MARCH 2020**

Opinion

We have audited the financial statements of Dolphin Square Charitable Foundation for the year ended 31 March 2020 which comprise Consolidated Statement of Financial Activities, Consolidated Balance Sheet, Consolidated Cashflow Statement and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the group's and of the parent charity's affairs as at 31 March 2020 and of the group's incoming resources and application of resources, for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Charities Act 2011.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

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

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

Other information

The trustees are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

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

**INDEPENDENT AUDITOR'S REPORT TO THE TRUSTEE OF
THE DOLPHIN SQUARE CHARITABLE FOUNDATION (Continued)
FOR THE YEAR ENDED 31 MARCH 2020**

If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters in relation to which the Charities (Accounts and Reports) Regulations 2008 require us to report to you if, in our opinion:

- the information given in the financial statements is inconsistent in any material respect with the trustees' report; or
- sufficient accounting records have not been kept by the parent charity; or
- the financial statements are not in agreement with the accounting records and returns; or
- we have not received all the information and explanations we require for our audit

Responsibilities of trustees

As explained more fully in the trustees' responsibilities statement the trustees are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the trustees determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the trustees are responsible for assessing the group's and the parent charity's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the trustees either intend to liquidate the charity or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

We have been appointed as auditor under section 151 of the Charities Act 2011 and report in accordance with the Act and relevant regulations made or having effect thereunder.

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

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

**INDEPENDENT AUDITOR'S REPORT TO THE TRUSTEE OF
THE DOLPHIN SQUARE CHARITABLE FOUNDATION (Continued)
FOR THE YEAR ENDED 31 MARCH 2020**

Use of our report

This report is made solely to the charity's trustees, as a body, in accordance with Part 4 of the Charities (Accounts and Reports) Regulations 2008. Our audit work has been undertaken so that we might state to the charity's 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 charity and the charity's trustees as a body, for our audit work, for this report, or for the opinions we have formed.

Crowe UK LLP.

Crowe U.K. LLP

Statutory Auditor

London

Date 5 August 2020

THE DOLPHIN SQUARE CHARITABLE FOUNDATION
CONSOLIDATED STATEMENT OF FINANCIAL ACTIVITIES
FOR THE YEAR ENDED 31 MARCH 2020

		Restricted	Unrestricted	Total	Total
		2020	2020	2020	2019
	Note	£	£	£	£
Income and endowments from:					
Restricted Income – Grants Receivable		-	-	-	500,000
Charitable activities		-	8,308,665	8,308,665	8,031,947
Other trading activities		-	699,442	699,442	700,494
Investment income		-	188,599	188,599	442,499
Profit on sale of land and buildings		-	23,941	23,941	65,986
Total		-	9,220,647	9,220,647	9,740,926
Expenditure on:					
Raising funds					
Investment management fees		-	19,543	19,543	45,118
Property management costs		-	-	-	-
Charitable activities					
Housing support	3	-	5,130,707	5,130,707	4,955,615
Strategic development	3	-	228,546	228,546	321,759
Finance Costs		-	1,802,066	1,802,066	1,761,748
Total resources expended		-	7,180,862	7,180,862	7,084,240
Net incoming resources before losses on investments		-	2,039,785	2,039,785	2,656,686
Amortisation of goodwill		-	(54,544)	(54,544)	(72,728)
Net losses on investments		-	(36,030)	(36,030)	(181,327)
Net income		-	1,949,211	1,949,211	2,402,630
Transfers	15	2,219,397	(2,219,397)	-	-
Net movement for the year		2,219,397	(270,185)	1,949,211	2,402,630
Balance brought forward at 1 April		23,981,956	140,102,614	164,084,570	161,681,940
Balance carried forward at 31 March	15	26,201,353	139,832,429	166,033,782	164,084,570

All amounts relate to continuing operations. All gains and losses recognised in the year are included in the Statement of Financial Activities.

The notes on pages 24 to 42 form part of the financial statements

**THE DOLPHIN SQUARE CHARITABLE FOUNDATION
CONSOLIDATED BALANCE SHEET AS AT
31 MARCH 2020**

	Note	£	2020 £	£	2019 £
FIXED ASSETS					
Goodwill	5		-		54,544
Freehold buildings	6		94,940,155		95,966,560
Leasehold buildings	7		89,850,237		71,741,109
Land and buildings under development	8		68,984,521		70,940,169
Tangible fixed assets	9		35,440		50,768
Investments	10		11,069,186		24,503,136
			264,879,539		263,256,286
CURRENT ASSETS					
Debtors and prepayments	11	3,930,504		2,724,152	
Cash at bank	12	9,274,489		11,567,710	
		13,204,993		14,291,862	
LIABILITIES					
Creditors: amounts falling due within one year	13	(4,941,170)		(6,303,670)	
			8,263,823		7,988,192
NET CURRENT ASSETS					
			273,143,362		271,244,478
TOTAL ASSETS LESS CURRENT LIABILITIES					
Creditors: amounts falling due after more than one year	14		(107,109,580)		(107,159,908)
			166,033,782		164,084,570
NET ASSETS					
Unrestricted funds			132,415,909		133,336,876
Designated funds			7,416,520		6,765,738
Total unrestricted funds			139,832,429		140,102,614
Restricted funds			26,201,353		23,981,956
			166,033,782		164,084,570
TOTAL FUNDS	15		166,033,782		164,084,570

Approved and authorised for issue by the Trustee on 28 July 2020 and signed on its behalf



David Lavarack
(Chair of Governors)



Andrew Giblin
(Governor)

The notes on pages 24 to 42 form part of the financial statements

**THE DOLPHIN SQUARE CHARITABLE FOUNDATION
BALANCE SHEET AS AT
31 MARCH 2020**

	Note	£	2020 £	£	2019 £
FIXED ASSETS					
Freehold buildings	6		69,620,834		70,340,947
Leasehold buildings	7		89,850,237		71,741,109
Land and buildings under development	8		66,027,502		68,296,473
Tangible fixed assets	9		35,440		50,768
Investments	10		37,128,848		50,562,798
			262,662,861		260,992,095
CURRENT ASSETS					
Debtors and prepayments	11	7,790,405		6,634,334	
Cash at bank	12	8,745,098		10,202,821	
		16,535,503		16,837,155	
LIABILITIES					
Creditors: amounts falling due within one year	13	(3,392,758)		(3,561,298)	
NET CURRENT ASSETS			13,142,745		13,275,857
TOTAL ASSETS LESS CURRENT LIABILITIES			275,805,606		274,267,952
Creditors: amounts falling due after more than one year	14		(107,109,580)		(107,159,908)
NET ASSETS			168,696,026		167,108,044
Unrestricted funds			134,918,080		136,325,746
Designated funds			7,576,593		6,800,342
Total unrestricted funds			142,494,673		143,126,088
Restricted funds			26,201,353		23,981,956
TOTAL FUNDS	15		168,696,026		167,108,044

The Charity had gross income of £8,217,997 (2019: £9,132,115) in the year and a net movement on reserves of £1,587,982 (2019: £3,497,989).

Approved and authorised for issue by the Trustee on 28 July 2020 and signed on its behalf



David Lavarack



Andrew Giblin

(Chair of Governors)

(Governor)

The notes on pages 24 to 42 form part of the financial statements

**THE DOLPHIN SQUARE CHARITABLE FOUNDATION
CONSOLIDATED CASHFLOW STATEMENT
FOR THE YEAR ENDED 31 MARCH 2020**

	Note	2020 £	2019 £
Cash flows from operating activities:			
Net cash used in operating activities	a	694,963	5,966,579
Cash flows from investing activities:			
Dividends, interest and rents from investments		188,599	442,499
Proceeds from the sale of property, plant and equipment		1,364,983	665,013
Purchase of property, plant and equipment		(17,829,431)	(37,608,642)
Proceeds from sale of investments		13,337,992	14,974,614
Purchase of investments		-	(600,000)
Net cash used in investing activities		(2,937,857)	(22,126,516)
Cash flows from financing activities:			
Repayments of borrowing		(50,328)	(15,834,701)
Cash inflows from new borrowing		-	25,447,164
Net cash provided by financing activities		(50,328)	9,612,463
Cash and cash equivalents:			
Change in the reporting period		(2,293,221)	(6,547,475)
Balance brought forward at 1 April		11,567,710	18,115,185
Cash and cash equivalents at the end of the reporting period		9,274,489	11,567,710
Note			
a. Reconciliation of cash flows from operating activities			
Net income for the reporting period		1,949,211	2,402,630
Adjustments for:			
Depreciation charges		1,431,187	1,440,467
Amortisation of costs of raising finance		59,927	67,083
Losses on investments		36,030	181,327
Dividends, interest and rents from investments		(188,599)	(442,499)
Profit on the sale of fixed assets		(23,941)	(65,986)
Increase / (Decrease) in debtors		(1,206,352)	310,905
(Decrease)/Increase in creditors		(1,362,500)	2,072,651
Net cash used in operating activities		694,963	5,966,579

THE DOLPHIN SQUARE CHARITABLE FOUNDATION

NOTES TO THE ACCOUNTS YEAR ENDED 31 MARCH 2020

1. CHARITY INFORMATION

The Charity is registered with the Charity Commission, registration number 1110090. The registered address of the Charity is 11 Belgrave Road, London, SW1V 1RB.

2. ACCOUNTING POLICIES

(a) Going Concern

Although the impact of Covid-19 to the economy has been significant the Charity and the Group are in a strong position to operate through the economic upheaval and be well placed for when the recovery comes. With the development schemes at Kingsland Road and Lanark Road completed early in the 2020/21 financial year, the Group's contractual commitments are significantly reduced. In addition, the Charity has substantial cash reserves to call upon if needed.

Having forecasted the Group's cashflow out to 2023/24 and having stress tested the rental receipts over that same period, the Governors feel that the group has sufficient cash reserves to meet an unexpected and significant fall in rental income. In addition the rent collection rates in the first quarter of 2020/21 when the country has been in 'lockdown' remain high providing further confidence of the Group's stability.

These accounts are therefore prepared on a going concern basis. There are no material uncertainties over the Group's ability to continue as a going concern.

(b) Basis of accounting

The accounts have been prepared in accordance with the Charities SORP (FRS102) applicable to charities preparing their accounts in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland, the Charities Act 2011 and UK Generally Accepted Practice, as it applies from 1 January 2015.

The accounts have been prepared to give a true and fair view and have departed from the Charities (Accounts and Reports) Regulations 2008 only to the extent required to provide a true and fair view. This departure has involved following Accounting and Reporting by Charities preparing their accounts in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102) issued on 16 July 2014 rather than the Accounting and Reporting by Charities: Statement of Recommended Practice effective from 1 April 2005, which has since been withdrawn.

The Charity meets the definition of a public benefit entity under FRS 102. Assets and liabilities are initially recognised at historical cost or transaction value unless otherwise stated in the relevant accounting policy notes.

The financial statements of the Charity and its three subsidiaries, DSF Developments Limited, Dolphin Living Limited and Hoxton Regeneration Limited are consolidated, on a line-by-line basis, to produce group financial statements. The consolidated entity is referred to as 'the

THE DOLPHIN SQUARE CHARITABLE FOUNDATION
NOTES TO THE ACCOUNTS
YEAR ENDED 31 MARCH 2020 (continued)

2. ACCOUNTING POLICIES (Continued)

Group'. Only the financial activity of the Group is shown in the consolidated statement of financial activities.

(c) Grants and donations

Grants and donations are recognised when the Charity is entitled to the income, the receipt is probable and the amount can be quantified with reasonable accuracy.

(d) Rental Income

Rental income is recognised as it falls due. Rental income charged at sub market rates is recognised as income from charitable activities. All other rental income is recognised as income from other trading activities.

(e) Critical accounting judgements and key sources of estimation uncertainty

In the application of the Charity's accounting policies, which are described in this note, judgements, estimates, and assumptions are made about the carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects the current and future periods.

There are no assumptions concerning the future or estimation uncertainty affecting assets and liabilities at the balance sheet date are likely to result in a material adjustment to their carrying amounts in the next financial year.

Development expenditure

Development expenditure is capitalised in accordance with the accounting policy given below. Initial capitalisation of costs is based on management's judgement that technical and economic feasibility is confirmed, usually when a development project has reached a defined milestone according to an established project management model. In determining the amounts to be capitalised management makes assumptions regarding the expected future cash generation of the assets, discount rates to be applied and the expected period of benefits.

Goodwill and intangible assets

The Group establishes a reliable estimate of the useful life of goodwill and intangible assets arising on business combinations. This estimate is based on a variety of factors such as the expected use of the acquired business, the expected usual life of the cash generating homes to which the goodwill is attributed, any legal, regulatory or contractual provisions that can limit useful life and assumptions that market participants would consider in respect of similar businesses.

THE DOLPHIN SQUARE CHARITABLE FOUNDATION

NOTES TO THE ACCOUNTS YEAR ENDED 31 MARCH 2020 (continued)

2. ACCOUNTING POLICIES (Continued)

(f) Investment income

Interest income are included in incoming resources on a receivable basis.

(g) Resources expended

Expenditure is included on an accruals basis.

Costs of charitable activities comprise all the resources applied by the Charity in undertaking its work to meet its charitable objectives. Housing support costs comprise staff and overhead costs and grants payable in support of housing projects.

Grants payable are accounted for in the Statement of Financial Activities in the year in which they are authorised. Any amounts which have been authorised but which remain unpaid at the year-end are included within the current liabilities in the balance sheet.

Strategic development costs comprise staff costs, overheads and fees payable to advisers in conjunction with the development of the Charity's objects.

(h) Tangible fixed assets

All tangible assets are shown at cost less depreciation.

The Group's policy is to depreciate the properties over their expected useful life, the default for new build properties being 100 years.

Land is not depreciated.

Leasehold properties are amortised over the remainder of the lease.

Depreciation is provided at rates calculated to write off the cost or valuation of fixed assets, less their estimated residual value, over their expected useful lives.

Depreciation will be calculated on the following basis;

Office and computer equipment	33% straight line
Office improvements	20% straight line
Furniture in tenanted property	33% straight line

(i) Buildings in development

Developments are shown at cost of acquisition and spend to date after taking into account any impairment in value. No depreciation is charged on developments until such time as they are completed.

THE DOLPHIN SQUARE CHARITABLE FOUNDATION

NOTES TO THE ACCOUNTS YEAR ENDED 31 MARCH 2020 (continued)

2. ACCOUNTING POLICIES (Continued)

(j) Investments

Fixed asset investments are stated in the balance sheet at market value where there is a readily available market price. It is the Group's policy to keep valuations up to date so that when investments are sold, no gain or loss arises. As a result, the Statement of Financial Activities includes those unrealised gains and losses arising from the revaluation of the investment portfolio throughout the year. The Statement of Financial Activities does not distinguish between the valuations adjustments relating to sales and those relating to continued holdings, as they are treated together as changes in the value of the investment portfolio.

(k) Goodwill and amortisation

Intangible assets are measured at cost less accumulated amortisation and any accumulated impairment losses.

Amortisation is charged so as to allocate the cost of intangibles less their residual values over their estimated useful lives, using the straight-line method. The intangible assets are amortised over the following useful economic lives:

Goodwill	20% straight line
----------	-------------------

(l) Pension costs

The Group contributed to a defined contribution scheme pension scheme administered by an independent company and to employees personal pension schemes. The pension costs represent the contributions payable by the Group to the schemes for the year.

(m) Lease commitments

Rental paid under operating leases is charged to income on a straight-line basis over the lease term.

(n) Business combinations

The consolidated financial statements incorporate the financial statements of the Charity and all subsidiaries. These are adjusted, where appropriate, to conform to Group accounting policies. Acquisitions are accounted for under the acquisition method and goodwill on consolidation is capitalised and written off over five years from the year of acquisition. The results of entities acquired or disposed of are included in the income and expenditure account after or up to the date that control passes respectively.

THE DOLPHIN SQUARE CHARITABLE FOUNDATION

**NOTES TO THE ACCOUNTS
YEAR ENDED 31 MARCH 2020 (continued)**

2. ACCOUNTING POLICIES (Continued)

(o) Financial instruments

Financial assets and liabilities are measured at fair value which is the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

At the balance sheet date, the Group held financial assets at amortised cost of £13,204,993 (2019: £14,291,862), investment assets at fair value through income and expenditure of £11,069,186 (2019: £24,503,136) and financial liabilities at amortised cost of £107,109,580 (2019: £107,109,580).

3. RESOURCES EXPENDED	2020		2019	
	Group	Charity	Group	Charity
	£	£	£	£
Charitable activities				
Housing support costs				
Staff costs	697,603	513,252	623,430	461,913
Grants payable	135,519	660,050	90,231	165,339
Direct costs	2,027,963	1,780,704	2,011,750	1,650,956
Property management	651,830	504,842	621,227	481,916
Office costs	75,724	55,732	57,295	32,379
Legal and professional fees	94,599	71,555	145,834	72,301
Support costs	16,306	29,351	16,215	34,565
Audit fees	20,340	33,880	20,940	31,770
Depreciation: buildings	1,410,823	1,287,223	1,368,693	1,278,742
	<u>5,130,707</u>	<u>4,936,589</u>	<u>4,955,615</u>	<u>4,209,881</u>

THE DOLPHIN SQUARE CHARITABLE FOUNDATION

**NOTES TO THE ACCOUNTS
YEAR ENDED 31 MARCH 2020 (continued)**

3. RESOURCES EXPENDED (continued)

	2020		2019	
	Group £	Charity £	Group £	Charity £
Strategic development costs				
Staff costs	27,299	27,345	29,831	29,831
Direct costs	-	-	30,485	-
Office costs	92,448	64,867	79,436	44,892
Legal and professional fees	83,160	77,492	156,464	100,241
Audit fees	3,120	3,120	3,060	3,060
Other	22,519	40,693	22,483	46,586
	<u>228,546</u>	<u>213,517</u>	<u>321,759</u>	<u>224,610</u>

Support costs are either directly allocated to the activity e.g. salaries, or shared pro rata between the activities e.g. premises costs.

During the year salary costs capitalised to developments amounted to £431,086 (2019: £432,086).

Legal and professional fees include payments made to Crowe U.K. LLP for accountancy and tax services. These payments total £40,080 for the Group (2019: £21,090).

Grants comprise:	2020		2019	
	Group £	Charity £	Group £	Charity £
Paid in the year	135,519	831,183	90,231	165,339
	<u>135,519</u>	<u>795,569</u>	<u>90,231</u>	<u>165,339</u>

THE DOLPHIN SQUARE CHARITABLE FOUNDATION

**NOTES TO THE ACCOUNTS
YEAR ENDED 31 MARCH 2020 (continued)**

4. STAFF COSTS	2020	2019
	£	£
Gross salaries	753,714	715,924
Employer's NI contributions	90,171	71,955
Employer's pension contributions	89,288	61,385
	<hr/>	<hr/>
	933,173	849,264
	<hr/>	<hr/>
Key management benefits	577,845	645,703
	<hr/>	<hr/>

The average number of employees in the year was 13 (2019: 13). Employees are divided between housing support and strategic development, 6:7, respectively.

The number of employees whose emoluments, excluding pensions, exceeded £60,000 was:

	2020	2019
£60,000 - £69,999	-	1
£70,000 - £79,999	1	-
£80,000 - £89,999	-	1
£90,000 - £99,999	-	1
£100,000 - £109,999	2	-
£140,000 - £149,999	1	1

Pension payments of £89,288 (2019: £40,580) were made during the year in respect of 16 employees including 4 former employees.

5. GOODWILL	Total
	£
Cost	
At 1 April 2019	363,639
Additions	-
	<hr/>
At 31 March 2020	363,639
	<hr/>
Amortisation	
At 1 April 2019	309,095
Amortisation Charge	54,544
	<hr/>
At 31 March 2020	363,639
	<hr/>
Net Book Value	
At 31 March 2020	-
	<hr/>
At 31 March 2019	54,544
	<hr/>

The goodwill has arisen on the purchase of the Hoxton Holdco Limited. During the year ending 31 March 2019, Hoxton Holdco Limited sold its investment in Hoxton Regeneration Limited to the Group's ultimate parent Dolphin Square Charitable Foundation. Hoxton Holdco Limited is no longer trading or a registered company.

THE DOLPHIN SQUARE CHARITABLE FOUNDATION

NOTES TO THE ACCOUNTS
YEAR ENDED 31 MARCH 2020 (continued)

6. FREEHOLD LAND AND BUILDINGS: GROUP

	Land £	Buildings £	Total £
COST			
Cost at 1 April 2019	37,575,498	60,698,462	98,273,960
Additions	-	71,290	71,290
Transfer to development WIP	-	(271,442)	(271,442)
Cost at 31 March 2020	37,575,498	60,498,310	98,073,808
DEPRECIATION			
Balance at 1 April 2019	-	2,307,400	2,307,400
Charge in the year	-	826,253	826,253
Balance at 31 March 2020	-	3,133,653	3,133,653
Net book value at 31 March 2020	37,575,498	57,364,657	94,940,155
Net book value at 31 March 2019	37,575,498	58,391,062	95,966,560

FREEHOLD LAND AND BUILDINGS: CHARITY

	Land £	Buildings £	Total £
COST			
Cost at 1 April 2019	16,667,249	55,649,220	72,316,469
Additions	-	166,684	166,684
Transfer to development WIP	-	(150,625)	(150,625)
Cost at 31 March 2020	16,667,249	55,665,279	72,332,528
DEPRECIATION			
Balance at 1 April 2019	-	1,975,521	1,975,521
Charge in the year	-	736,173	736,173
Balance at 31 March 2020	-	2,711,694	2,711,694
Net book value at 31 March 2020	16,667,249	52,953,585	69,620,834
Net book value at 31 March 2019	16,667,249	53,673,698	70,340,947

THE DOLPHIN SQUARE CHARITABLE FOUNDATION

**NOTES TO THE ACCOUNTS
YEAR ENDED 31 MARCH 2020 (continued)**

7. LEASEHOLD BUILDINGS: GROUP AND CHARITY

	Total £
COST	
Cost at 1 April 2019	73,504,724
Additions	158,285
Disposals	(1,068,855)
Transfers from land and buildings under development	19,548,345
	<hr/>
Cost at 31 March 2020	92,142,499
	<hr/>
AMORTISATION	
Balance at 1 April 2019	1,763,615
Charge in the year	562,014
Disposals	(33,367)
	<hr/>
Balance at 31 March 2020	2,292,262
	<hr/>
Net book value at 31 March 2020	89,850,237
	<hr/>
Net book value at 31 March 2019	71,741,109
	<hr/>

In September 2019 the Westbourne Park Baptism Church development was completed with the total cost of the project being £19,548,345 which has been transferred from the fixed assets work in progress account to the fixed assets leasehold properties.

8. LAND AND BUILDINGS UNDER DEVELOPMENT: GROUP

	Land £	Buildings under development £	Total £
Cost at 1 April 2019	7,041,749	63,898,420	70,940,169
Additions	-	17,592,697	17,592,697
Completions	-	(19,548,345)	(19,548,345)
	<hr/>	<hr/>	<hr/>
Cost at 31 March 2020	7,041,749	61,942,772	68,984,521
	<hr/>	<hr/>	<hr/>

8. LAND AND BUILDINGS UNDER DEVELOPMENT: CHARITY

	Land £	Buildings under development £	Total £
Cost at 1 April 2019	7,041,749	61,254,724	68,296,473
Additions	-	17,279,374	17,279,374
Completions	-	(19,548,345)	(19,548,345)
	<hr/>	<hr/>	<hr/>
Cost at 31 March 2020	7,041,749	58,985,753	66,027,502
	<hr/>	<hr/>	<hr/>

THE DOLPHIN SQUARE CHARITABLE FOUNDATION

**NOTES TO THE ACCOUNTS
YEAR ENDED 31 MARCH 2020 (continued)**

9. TANGIBLE FIXED ASSETS: GROUP AND CHARITY

	Office Improvements	Computer and Office Equipment	Total
	£	£	£
COST			
Cost at 1 April 2019	29,354	58,453	87,807
Additions	-	7,159	7,159
Disposal	-	(744)	(744)
Cost at 31 March 2020	<u>29,354</u>	<u>64,868</u>	<u>94,222</u>
DEPRECIATION			
Balance at 1 April 2019	7,884	29,154	37,039
Charge in the year	5,871	15,872	21,743
Disposal	-	-	-
Balance at 31 March 2020	<u>13,755</u>	<u>45,026</u>	<u>58,782</u>
Net book value at 31 March 2020	<u>15,599</u>	<u>19,841</u>	<u>35,440</u>
Net book value at 31 March 2019	<u>21,470</u>	<u>29,299</u>	<u>50,768</u>

THE DOLPHIN SQUARE CHARITABLE FOUNDATION

**NOTES TO THE ACCOUNTS
YEAR ENDED 31 MARCH 2020 (continued)**

10. FIXED ASSET INVESTMENTS: GROUP

	2020	2019
	£	£
Market value at 1 April 2019	5,441,759	13,303,086
Additions	-	600,000
Disposals	(4,200,000)	(8,280,000)
Unrealised losses	(36,030)	(181,327)
	1,205,729	5,441,759
Market value at 31 March 2020	1,205,729	5,441,759
Cash held as an investment	9,863,457	19,061,377
	11,069,186	24,503,136
Total market value at 31 March 2020	11,069,186	24,503,136
Historical cost at 31 March 2020	11,069,945	24,663,660

Market values at 31 March 2020 are analysed as:	2020	2019
	£	£
Bonds	1,205,729	5,441,759
Cash	9,863,457	19,061,377
	11,069,186	24,503,136

FIXED ASSET INVESTMENTS: CHARITY

	2020	2019
	£	£
Market value at 1 April 2019	31,501,421	36,050,427
Additions	-	3,912,321
Disposals	(4,200,000)	(8,280,000)
Unrealised gains/(losses)	(36,030)	(181,327)
	27,265,391	31,501,421
Market value at 31 March 2020	27,265,391	31,501,421
Cash held as an investment	9,863,457	19,061,377
	37,128,848	50,562,798
Total market value at 31 March 2020	37,128,848	50,562,798
Historical cost at 31 March 2020	33,843,204	47,381,001

THE DOLPHIN SQUARE CHARITABLE FOUNDATION

**NOTES TO THE ACCOUNTS
YEAR ENDED 31 MARCH 2020 (continued)**

10. FIXED ASSET INVESTMENTS: CHARITY (Continued)

Market values at 31 March 2020 are analysed as:	2020	2019
	£	£
Bonds	1,205,729	5,441,759
Investment in subsidiaries	100	100
Purchase of Shares	26,059,562	26,059,562
Cash	9,863,457	19,061,377
	<u>37,128,848</u>	<u>50,562,798</u>

Investments in cash and bonds are primarily held to preserve the capital to meet existing capital commitments and for appropriate property investment opportunities as they arise.

Included in the Fixed Asset Investments owned by the Charity are investments of £26,059,662 (2019: £26,059,662) in wholly owned subsidiaries, DSF Developments Limited and Hoxton Regeneration Limited, which are consolidated in the Group balance sheet.

Investments which individually represent more than 5% of the portfolio by market value are:

	2020	2019
	£	£
Cash	<u>9,863,457</u>	<u>19,061,377</u>

Subsidiaries

	DSF Developments Limited	Dolphin Living Limited	Hoxton Regeneration Limited
Company Number	8327131	32446R	597445
Incorporation	England	England	England
Shareholding	100%	100%	100%
	2020	2020	2020
	£	£	£
Assets	2,744,800	941,603	25,367,489
Liabilities	(2,744,700)	(522,706)	(4,337,061)
Fund/net assets	100	418,897	21,030,428
Income	(7,772,451)	(1,842,064)	(1,019,597)
Expenditure	7,772,451	1,185,319	1,019,597
Profit/(loss)	-	656,745	-

THE DOLPHIN SQUARE CHARITABLE FOUNDATION

**NOTES TO THE ACCOUNTS
YEAR ENDED 31 MARCH 2020 (continued)**

11. DEBTORS

	2020		2019	
	£		£	
	Group	Charity	Group	Charity
Trade debtors	1,202,837	-	975,242	734,645
VAT	-	-	-	9,781
Other debtors	995,319	1,147,487	1,531,220	730,014
Prepayments	189,848	187,950	217,690	215,704
Intra group debts	-	4,912,468	-	4,944,190
Downham Road Ltd Loan	1,542,500	1,542,500	-	-
	<u>3,930,504</u>	<u>7,790,405</u>	<u>2,724,152</u>	<u>6,634,334</u>

During the year the Charity provided funds to wholly owned subsidiaries under loan agreements and an agreement to provide support.

At the year end the amounts owed to the Charity by DSF Developments Limited were £1,299,488 (2019: £1,493,144) under the development agreement, which included a gift of £12,497 (2019: £185,150) and £189,492 (2019: £169,203) for shared costs.

At the year end the amounts owed to the Charity by Hoxton Regeneration Limited were £2,055,596 (2019: £2,053,616) from two loan agreements £865,074 (2019: £865,074) and £1,190,522 (2019: £1,223,132). Both loan agreements have a ten-year term and are repayable in six and seven years, respectively. During the year shared costs recharged by the Charity to Hoxton regeneration amounted to £56,363 (2019: £70,515).

At the year end the amounts owed to the Charity by Dolphin Living Limited were £448,225 (2019: £284,072) for shared costs and expenses.

Amounts owed under each loan agreement incur interest at 3.5% above the base rate. No interest is charged on shared costs.

During the year the Charity provided a loan of £1,542,500 to Downham Road Limited to facilitate the completion of the Kingsland Road development. The interest rate on the loan was 3.0% and repayable when the development reached practical completion. The Kingsland Road scheme has subsequently reached practical completion in May 2020 post balance date and at that time the loan was repaid in full.

12. CASH AT BANK

An amount of £250,000 (2019: £250,000) is currently held in reserve for specific development costs.

THE DOLPHIN SQUARE CHARITABLE FOUNDATION

**NOTES TO THE ACCOUNTS
YEAR ENDED 31 MARCH 2020 (continued)**

13. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2020		2019	
	£		£	
	Group	Charity	Group	Charity
Trade creditors	1,437,318	93,359	3,340,229	979,037
Development creditors	-	-	150,625	-
Social security & other taxes	22,912	22,912	25,933	25,933
VAT	52,614	52,614	22,242	32,023
Accruals	1,456,827	1,407,265	1,023,107	888,611
Development retentions	1,301,386	-	1,197,246	150,625
Loans	-	-	-	-
Intercompany creditors	-	1,199,113	-	960,615
Other creditors	670,113	617,495	544,288	524,454
	<u>4,941,170</u>	<u>3,392,758</u>	<u>6,303,670</u>	<u>3,561,298</u>

14. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	2020		2019	
	£		£	
	Group	Charity	Group	Charity
Amounts due:				
One to two years	-	-	-	-
Two to five years	-	-	-	-
More than five years	107,109,580	107,109,580	107,159,908	107,159,908
	<u>107,109,580</u>	<u>107,109,580</u>	<u>107,159,908</u>	<u>107,159,908</u>

The cost of raising finance is amortised over the life of a loan in parallel with capital repayments.

The interest rates on £53.5 million and £26.0m of debt is fixed at 3.73% and 3.48% respectively until 2046. The interest rate on £5 million of the debt is floating at 2.25% above Bank of England base rate until 2041. The interest rate on £25 million of the debt is fixed at 4.25% until 2026.

THE DOLPHIN SQUARE CHARITABLE FOUNDATION

**NOTES TO THE ACCOUNTS
YEAR ENDED 31 MARCH 2020 (continued)**

15. MOVEMENT ON RESERVES: GROUP

	Balance 1 April 2019 £	Surplus/ (deficit) £	Net losses on Investments £	Transfer £	Balance 31 March 2020 £
Unrestricted funds	133,336,876	2,110,711	(36,030)	(2,995,648)	132,415,909
Designated funds					
WHOA fund	5,477,962	(125,469)	-	328,354	5,680,847
Sinking fund	1,287,776	-	-	447,897	1,735,673
Total unrestricted funds	140,102,614	1,985,241	(36,030)	(2,219,397)	139,832,429
Restricted Funds	23,981,956	-	-	2,219,397	26,201,353
	164,084,570	1,985,241	(36,030)	-	166,033,782

MOVEMENT ON RESERVES: GROUP

	Balance 1 April 2018 £	Surplus/ (deficit) £	Net losses on Investments £	Transfer £	Balance 31 March 2019 £
Unrestricted funds	134,811,564	2,164,188	(181,327)	(3,457,549)	133,336,876
Designated funds					
WHOA fund	5,248,132	(80,231)	-	310,061	5,477,962
Sinking fund	839,879	-	-	447,897	1,287,776
Total unrestricted funds	140,899,575	2,083,957	(181,327)	(2,699,591)	140,102,614
Restricted Funds	20,782,365	500,000	-	2,699,591	23,981,956
	161,681,940	2,583,957	(181,327)	-	164,084,570

MOVEMENT ON RESERVES: CHARITY

	Balance 1 April 2019 £	Surplus/ (deficit) £	Net losses on Investments £	Transfer £	Balance 31 March 2020 £
Unrestricted funds	136,325,746	1,611,515	(36,030)	(2,995,648)	134,905,583
Designated funds					
WHOA fund	5,512,566	-	-	328,355	5,840,921
Sinking fund	1,287,776	-	-	447,897	1,735,673
Total unrestricted funds	143,126,087	1,611,515	(36,030)	(2,219,397)	142,482,176
Restricted Funds	23,981,957	-	-	2,219,397	26,201,353
	167,108,044	1,611,515	(36,030)	-	168,683,529

THE DOLPHIN SQUARE CHARITABLE FOUNDATION

**NOTES TO THE ACCOUNTS
YEAR ENDED 31 MARCH 2020 (continued)**

MOVEMENT ON RESERVES: CHARITY

	Balance 1 April 2018 £	Surplus/ (deficit) £	Net losses on Investments £	Transfer £	Balance 31 March 2019 £
Unrestricted funds	136,785,306	3,179,316	(181,327)	(3,457,549)	136,325,746
Designated funds					
WHOA fund	5,202,505	-	-	310,061	5,512,566
Sinking fund	839,879	-	-	447,897	1,287,776
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
Total unrestricted funds	142,827,690	3,179,316	(181,327)	(2,699,591)	143,126,088
Restricted Funds	20,782,365	500,000	-	2,699,591	23,981,956
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
	163,610,055	3,679,316	(181,327)	-	167,108,044
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

The transfer of funds from unrestricted to restricted relates to the purchase or development of homes for use in the WHOA scheme and reflects expenditure over and above the restricted grant received. The homes, and funds, are restricted for the duration of the scheme (15 years). The expenditure of WHOA funds in the year relates to the successful payment of a grant under the scheme.

The transfer of funds from unrestricted to the designated sinking fund is for long term repair and renewal costs for both individual homes and freehold buildings. Provisions are made reflecting current best estimates of future costs and when they are likely to be incurred. For buildings owned under a long leasehold long term repair costs are paid through the service charge recognised in the income and expenditure account and are not reflected in this designated fund. No provision has been made for properties where a capital works programme is underway and the future expenditure is reflected in financial commitments.

The transfer of funds from unrestricted to the designated WHOA fund reflects the contingent liability for the payment of enhanced deposits to the participants of the scheme. The amount designated is the net present value of projected enhanced deposit payments over the duration of the scheme.

THE DOLPHIN SQUARE CHARITABLE FOUNDATION

**NOTES TO THE ACCOUNTS
YEAR ENDED 31 MARCH 2020 (continued)**

16. NET ASSETS ACROSS FUNDS: GROUP

	Restricted Funds 2020 £	Designated Funds 2020 £	Unrestricted Funds 2020 £
Fixed assets	26,201,353	-	-
Current assets	-	7,416,520	244,466,659
Liabilities	-	-	(112,050,750)
Total Funds	26,201,353	7,416,520	132,415,909

NET ASSETS ACROSS FUNDS: CHARITY

	Restricted Funds 2020 £	Designated Funds 2020 £	Unrestricted Funds 2020 £
Fixed assets	26,201,353	-	-
Assets	-	7,576,593	245,420,418
Liabilities	-	-	(110,502,338)
Total Funds	26,201,353	7,576,593	134,918,080

NET ASSETS ACROSS FUNDS: GROUP

	Restricted Funds 2019 £	Designated Funds 2019 £	Unrestricted Funds 2019 £
Fixed assets	23,481,957	-	-
Current assets	-	6,765,738	247,800,454
Liabilities	-	-	(113,463,578)
Total Funds	23,481,957	6,765,738	133,336,876

NET ASSETS ACROSS FUNDS: CHARITY

	Restricted Funds 2019 £	Designated Funds 2019 £	Unrestricted Funds 2019 £
Fixed assets	23,481,957	-	-
Assets	-	6,800,342	247,046,952
Liabilities	-	-	(110,721,206)
Total Funds	23,481,957	6,800,342	136,325,746

THE DOLPHIN SQUARE CHARITABLE FOUNDATION

**NOTES TO THE ACCOUNTS
YEAR ENDED 31 MARCH 2020 (continued)**

17. TRUSTEES' EXPENSES

The Governors of Dolphin Square Charitable Foundation received no remuneration during the year. Expenses of £1,045 (2019: £ 404) were reimbursed to 2 (2019: 2) Governors for travel, entertaining and subsistence expenses incurred for business purposes.

18. CONTROLLING PARTY

The ultimate controlling party is the Dolphin Square Charitable Trustee Limited, which is the trustee for the Charity.

19. RELATED PARTY TRANSACTIONS

The group operates a cost sharing agreement whereby support costs are shared between the entities within the group. The employees are jointly employed by all group operating entities. The details of these and other related party transactions can be found in the investment and debtors notes above.

20. COMMITMENTS

The Charity and the Group has the following commitments payable within the year to 31 March 2020:

OPERATING LEASE: GROUP AND CHARITY	2020	2019
	£	£
Lease payments within one year	79,772	79,772
Lease payments later than one year not later than five years	79,772	159,544
	<u>79,772</u>	<u>159,544</u>

Amounts payable under operating leases during the year ended 31 March 2020 amounted to £79,772 (2019: £79,772).

At the year end, the corporate trustee had authorised the following capital commitments for the Charity and the Group:

	2020	2020	2019	2019
	Authorised	Contracted	Authorised	Contracted
	£	£	£	£
Capital commitments	10,271,284	8,343,643	27,464,280	27,139,347
	<u>10,271,284</u>	<u>8,343,643</u>	<u>27,464,280</u>	<u>27,139,347</u>

THE DOLPHIN SQUARE CHARITABLE FOUNDATION

**NOTES TO THE ACCOUNTS
YEAR ENDED 31 MARCH 2020 (continued)**

21. COMPARATIVE STATEMENT OF FINANCIAL ACTIVITY

	Note	Restricted 2019 £	Unrestricted 2019 £	Total 2019 £	2018 £
Income and endowments from:					
Restricted Income – Grants Receivable		500,000	-	500,000	83,326
Charitable activities		-	8,031,947	8,031,947	7,106,768
Other trading activities		-	700,494	700,494	922,255
Investment income		-	65,986	65,986	605,811
Profit on sale of land and buildings		-	-	-	-
Total		500,000	8,798,427	9,740,925	8,718,160
Expenditure on:					
Raising funds					
Investment management fees		-	45,118	45,118	32,352
Property management costs		-	-	-	228,066
Charitable activities					
Housing support	3	-	4,955,615	4,955,615	3,836,285
Strategic development	3	-	321,759	321,759	850,986
Finance Costs		-	1,761,748	1,761,748	3,088,040
Total resources expended		-	7,084,240	7,084,240	8,035,729
Net incoming resources before (losses)/ gains on investments		500,000	2,156,685	2,656,685	682,431
Amortisation of goodwill		-	(72,728)	(72,728)	(72,728)
Net gains/(losses) on investments		-	(181,327)	(181,327)	(399,775)
Net income		500,000	1,902,630	2,402,630	209,928
Transfers	16	2,699,591	(2,699,591)	-	-
Net movement for the year		3,199,591	(796,961)	2,402,630	209,928
Balance brought forward at 1 April		20,782,365	140,899,575	161,681,940	161,472,012
Balance carried forward at 31 March	16	23,981,956	140,102,614	164,084,570	161,681,940