

ANNUAL REPORT AND FINANCIAL STATEMENTS

31 MARCH 2019

Care Plus Staffordshire Limited Acton Court, Acton Gate, Stafford, ST18 9AP

Registration No. 30948R

A member of The Housing Plus Group

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BOARD MEMBERS, EXECUTIVE OFFICERS, AUDITORS, ADVISORS AND BANKERS

Registered Office	Acton Court, Acton Gate, Stafford, ST18 9AP
Care Plus Staffordshire Limited	Co-operative & Community Benefit Society No: 30948R Registered by the Care Quality Commission No: 2000032662
Internal Auditors	Mazars LLP , 45 Church Street, Birmingham, B3 2RT
External Independent Auditors	BDO LLP, Chartered Accountants and Statutory Auditors, Two Snowhill, Birmingham, B4 6GA
Legal Advisors	Trowers & Hamlins LLP 55 Princess Street Manchester, M2 4EW
Bankers	Barclays Bank PLC, One Snowhill, Birmingham, B3 2WN
Board of Management	Mr William McCarthy (Chair) Mrs Pamela Smith Mrs Julie Smith Mr Michael Roughan MBE Mr Peter Price – Appointed October 2018 Dr Mary Griffiths – Resigned October 2018 Mrs Sarah Boden (Executive Director)
Chief Executive	Mrs Sarah Boden
Executive Directors Finance Director and Deputy Chief Executive Director of Care and Support	Mr Philip Ingle Mr Les Clarke
Company Secretary	Mrs Irene Molyneux

REPORT OF THE BOARD

Principal activities

Care Plus Staffordshire Limited ('Care Plus' 'the Society') was registered as a Co-operative and Community Benefit Society exempt charity on 20 April 2010 (30948R). Its principal activity is the provision of care together with appropriate supporting services. Care Plus is registered with the Care Quality Commission ('CQC'). CQC is the independent regulator of all health and adult social care in England and monitors the activities of Care Plus to ensure that it complies with their standards of quality and safety.

Care Plus is a subsidiary of ultimate parent The Housing Plus Group Limited ('Housing Plus'). Housing Plus is a holding company which provides central services for Care Plus and other group members such as finance, human resource advice, information technology, development advice, legal services, health and safety advice and corporate publicity.

Housing Plus has prepared a Group Strategic Report to accompany the consolidated financial statements.

Board Members and Executive Officers

Care Plus is governed by a Board of Management (the Board) composed of five (2018: five) non-executive members and one executive member. It is managed by a senior management team headed by the Chief Executive and supported by the Director of Care and Support and other group Executive Team members.

4 members of the Board (not co-optees) and Housing Plus hold one fully paid share of £1 in Care Plus. The Executive Officers of Care Plus hold no interest in Care Plus share capital and, although they do not have legal status of Directors they act as Executive Officers within the authority delegated to them by the Board and are termed Directors. The Group has purchased Directors' and Officers' Liability Insurance for the Board Members, Executive Officers and staff of the Group and Care Plus.

The Board and Executive Officers are remunerated by the parent company, not specifically in respect of Care Plus duties.

REPORT OF THE BOARD (continued)

Statement of the Board's Responsibilities

The Board is responsible for preparing the Report of the Board and the financial statements in accordance with applicable law and regulations.

Co-operative and Community Benefit Society law requires the Board to prepare financial statements for each financial year. Under that law the Board has elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law).

In preparing these financial statements, the Board is required to:

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

The Board is responsible for keeping adequate accounting records that are sufficient to show and explain the Society's transactions and disclose with reasonable accuracy at any time the financial position of the Society and enable them to ensure that the financial statements comply with the Co-operative and Community Benefit Societies Act 2014. It is also responsible for safeguarding the assets of the Society and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

REPORT OF THE BOARD (continued)

Provision of information to auditors

The Care Plus Board Members who held office at the date of approval of this Report of the Board confirm that, so far as they are each aware, there is no relevant audit information of which Care Plus auditors are unaware; the directors have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that Care Plus auditors are aware of that information.

Independent auditors

A resolution to appoint External Auditors will be proposed at the next Annual General Meeting.

This Report of the Board was approved by the Board on 24 July 2019 and signed on its behalf by:

Sarah Boden Director

PETER PRICE BOARD MEMBER. Irene Molyneux Company Secretar

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF CARE PLUS STAFFORDSHIRE LIMITED FOR THE YEAR ENDED 31 MARCH 2019

Opinion

We have audited the financial statements of Care Plus Staffordshire Limited ("the Society") for the year ended 31 March 2019 which comprise the Society statement of comprehensive income, the Society statement of financial position, the Society statement of changes in reserves, the cash flow 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 Society's affairs as at 31 March 2019 and of the Society's surplus for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been properly prepared in accordance with the Co-operative and Community Benefit Societies Act 2014.

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 Society 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 board members use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the board members have not disclosed in the financial statements any identified
 material uncertainties that may cast significant doubt about the Society'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.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF CARE PLUS STAFFORDSHIRE LIMITED FOR THE YEAR ENDED 31 MARCH 2019 (continued)

Other information

The board are responsible for the other information. 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 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 including the Report of the Board, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If 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 where we are required by the Co-operative or Community Benefit Societies Act 2014 to report to you if, in our opinion:

- the information given in the Report of the Board for the financial year for which the financial statements are prepared is not consistent with the financial statements;
- adequate accounting records have not been kept by the Society; or
- a satisfactory system of control has not been maintained over transactions; or
- the Society 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 the board

As explained more fully in the board members responsibilities statement set out on page 5, the board is 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 board members 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 board is responsible for assessing the Society'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 board either intend to liquidate the Society or to cease operations, or have no realistic alternative but to do so.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF CARE PLUS STAFFORDSHIRE LIMITED FOR THE YEAR ENDED 31 MARCH 2019 (continued)

Auditor's responsibilities for the audit of the financial statements

This report is made solely to the members of the Society, as a body, in accordance with the Co-operative and Community Benefit Societies Act 2014. Our audit work has been undertaken so that we might state to the Society's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Society and the members as a body, for our audit work, for this report, or for the opinions we have formed.

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.

BDO W

BDO LLP Statutory Auditor Two Snowhill Birmingham B4 6GA

Date > August 2019

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

STATEMENT OF COMPREHENSIVE INCOME for the year ended 31 March 2019

	Note	Year Ended 31 March 2019	Year Ended 31 March 2018
		£	£
Turnover	3	4,133,948	2,620,681
Operating expenditure	3	(3,954,552)	(2,499,400)
Operating surplus	3	179,396	121,281
Interest receivable		112	-
Surplus for the year		179,508	121,281
Total comprehensive income for the year		179,508	121,281

The Society's operating surplus disclosed above is derived from continuing activities.

The accompanying notes on pages 13 to 21 form part of these financial statements.

STATEMENT OF CHANGES IN RESERVES for the year ended 31 March 2019

	Year ended 31 March 2019	Year ended 31 March 2018
	Capital and reserves	Capital and reserves
	£	£
Balance at 1 April	1,061,338	940,057
Total surplus from Statement of		
Comprehensive Income	179,508	121,281
Gift Aid distribution to charitable parent	(500,000)	
Balance at 31 March	740,846	1,061,338

STATEMENT OF FINANCIAL POSITION as at 31 March 2019

	Note	As at 31 March 2019	As at 31 March 2018
Fixed assets		£	£
Tangible assets	8	111	556
Current assets			
Debtors	9	125,949	131,524
Cash at bank and in hand		811,871	1,047,944
		937,820	1,179,468
Creditors: Amounts falling due within one year	10	(197,085)	(118,686)
Net current assets		740,735	1,060,782
Total assets less current liabilities		740,846	1,061,338
Capital and reserves			
Income and expenditure reserve		740,846	1,061,338
•		740,846	1,061,338

The financial statements were approved by the Board and authorised for issue on 24 July 2019 and are signed on its behalf by:

Sarah Boden Director Irene Molyneux
Company Secretary

NOTES TO THE FINANCIAL STATEMENTS

1. Legal status

Care Plus is an exempt charity registered under the Co-operative and Community Benefit Societies Act 2014 (30948R), and it is also registered with Care Quality Commission (CQC) under Care Standards Act 2000 from the 16th April 2010 (2000032662). It is a public benefit entity as defined by FRS102.

2. Accounting policies

a) Basis of accounting

The financial statements have been prepared in accordance with the applicable financial reporting standards in the United Kingdom- FRS 102.

The financial statements have been prepared under the historic cost convention and with the Society continuing as a going concern.

A summary of the key accounting policies, which have been applied consistently, is set out below.

b) Turnover

Turnover represents income from care services and intra-group services. Turnover in the financial statements notes are analysed to identify social housing activities and non social housing activities.

Revenue grants are receivable when the conditions for receipt of agreed grant funding have been met and receipt is probable. Income from charges for support services, service charges and care services are recognised when the service has been performed and expenditure incurred.

c) Value Added Tax (VAT)

The Society's main income stream, being care services, is exempt for value added tax (VAT) purposes. The majority of expenditure is subject to VAT, which the company is unable to reclaim – this expenditure is therefore shown inclusive of VAT.

VAT can be reclaimed under the partial exemption method for certain other activities.

The balance of VAT payable to or recoverable at the year end is included in the financial statements as a current liability or asset.

2. Accounting policies (continued)

d) Pensions

The Society participates in the National Employment Savings Trust defined contribution scheme. The assets of the Fund are kept separately from those of the Society.

e) Property, plant and equipment (PPE)

Computer equipment and furniture equipment represent the majority of PPE held by the Society. These are stated at cost less accumulated depreciation. The cost includes costs of acquiring assets and other directly attributable costs.

f) Accounting for grants

Grants are receivable from local authorities and other organisations. Any grants received in respect of revenue expenditure are recognised in the Statement of Comprehensive Income when entitlement and performance conditions are met.

g) Depreciation of property, plant and equipment

Property, plant and equipment is depreciated on a straight-line basis over the useful economic life of the asset as follows:

Furniture & Equipment	5 years
Photocopiers	3 years
IT Mainframe	4 years
PCs and other	2 years
Software Warranties and Licences	4 years

h) Financial instruments

A financial instrument is a contract that gives rise to a financial asset of one entity and a financial liability of another entity. The Society accounts for its financial instruments using sections 11 'Basic Financial Instruments' and 12 'Other Financial Instruments Issues' of FRS102.

Basic financial instruments are initially recognised at transaction price and in subsequent years at amortised cost. Financial instruments that do not meet the criteria of basic financial instruments are initially recognised at fair value and in subsequent years are measured at fair value at the end of each reporting period with any changes in fair value being recognised in the Statement of Comprehensive Income.

Financial assets are derecognised when the rights to the cash flows from the asset expire or are settled. Financial liabilities are derecognised when the obligation is discharged, cancelled or expired. Any difference between the consideration paid or received and the amounts derecognised are recognised in the Statement of Comprehensive Income.

The Society's financial instruments are all currently classified as basic.

2. Accounting policies (continued)

i) Taxation

The Society is an exempt charity and thus it is exempt from taxation and gains falling within Chapter 3 of Part II to the Corporation Tax Act 2010 or section 256 Taxation of Chargeable Gains Act 1992 to the extent that these are applied to its charitable objects.

i) Cashflow

A cash flow statement is not included in these financial statements because the Society is a wholly controlled subsidiary of The Housing Plus Group Limited. The cash flows of the Society are included in the consolidated cash flow statement of Housing Plus which is publicly available.

The Society has taken advantage of the exemption as set out in paragraph 1.12(b) of FRS102.

k) Key estimates and judgements

The preparation of the financial statements requires the use of certain accounting estimates and judgements concerning the future. There are no estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

3. Turnover, operating expenditure and operating surplus

	Year Ended 31 March 2019	Year Ended 31 March 2018
Income and expenditure External activities Intra group Turnover	1,643,064 2,490,884 4,133,948	985,529 1,635,152 2,620,681
External activities Group activities Other activities Charges for supported services Depreciation	(1,479,694) (1,823,794) (81,372) (569,248) (444)	(816,828) (1,124,976) (91,710) (465,539) (347)
Operating expenditure Operating surplus	(3,954,552)	(2,499,400)

4. Surplus on ordinary activities before taxation

This is arrived at after charging:	Year Ended 31 March 2019	Year Ended 31 March 2018
	£	£
Depreciation:		
Tangible assets	445	347
Auditors' remuneration		
(incl. expenses, excl. VAT):		
Fees for the audit of the financial statements	9,355	11,685

5. Tax on surplus on ordinary activities

The Society is an exempt charity. There is no corporate tax charge for the year (2018: nil).

6. Employees

The average number of persons employed during the year was:

	Year Ended 31 March 2019	Year Ended 31 March 2018
	Number	Number
Administration and management (paid monthly) Housing support and care	38	30
(wardens, caretakers, cleaners)	132	105
Total	170	135

The average number of persons employed during the year expressed as full-time equivalents (37.5 hours) was:

	Year Ended 31 March 2019	Year Ended 31 March 2018
	Number	Number
Administration and management (paid monthly) Housing support and care	29	24
(wardens, caretakers, cleaners)	83	60
Total	112	84

Employee costs:

	Year Ended 31 March 2019	Year Ended 31 March 2018
	£	£
Wages and salaries	2,366,312	1,719,357
Social security costs	127,105	96,529
Other pension costs	37,481	14,346
Total	2,530,898	1,830,232

There was one staff member earning £60,000-£70,000 (2018:£nil). No staff members earned more than £70,000 (2018:£nil).

7. Directors' emoluments

The Executive Directors did not receive any emoluments in respect of their services to the Society (2018: £nil) and none of the Executive Directors were a member of the Society's pension scheme (2018: none).

Following the merger the Board members of the Society were paid by Housing Plus from 1st November 2016.

8. Property, plant and equipment

	Fixtu	t		
	Furniture & Equipment	Computer Equipment & Telephones	Software	Total
COST	£	£	£	£
At 1 April 2018 Additions	2,579 -	22,552	740	25,871 -
At 31 March 2019	2,579	22,552	740	25,871
Accumulated depreciation & impairment				
Depreciation at 1 April 2018	(2,579)	(21,996)	(740)	(25,315)
Depreciation charge for year	-	(445)	_	(445)
At 31 March 2019	(2,579)	(22,441)	(740)	(25,760)
Net book value				
At 31 March 2019	_	111		111
At 1 April 2018	-	556	-	556

9. Debtors

	As at 31 March 2019	As at 31 March 2018
Amount falling due within one year	£	£
Trade debtors	63,298	69,103
Less: Provision for bad and doubtful debts	-	(17,821)
	63,298	51,282
		r
Amounts due from group undertakings	-	41,343
Other debtors	60,485	1,004
Prepayments & accrued Income	2,166	37,895
Total debtors	125,949	131,524

10. Creditors

	As at 31 March 2019	As at 31 March 2018
	£	£
Amounts falling due within one year		
Trade creditors	1,961	395
Amounts owed to group undertakings	73,544	12,680
Employee creditors	44,426	31,178
Accruals and deferred income	77,154	74,433
Total creditors due within one year	197,085	118,686

Included in accruals and deferred income is a Clawback reserve which refers to overpayments made by Shropshire Council which will be claimed back on termination of individual care contracts.

11. Financial instruments

	Note	As at 31 March 2019	As at 31 March 2018
Financial assets that are debt instruments measured at historic cost Cash and cash equivalents Trade debtors Amounts owed by group undertakings Other debtors	9 9 9	£ 811,871 63,298 - 60,485 935,654	1,047,944 69,103 41,343 1,004 1,159,394
Financial liabilities measured at amortised cost Trade creditors Accruals and deferred income Amounts owed to group undertakings Employee creditors	10 10 10 10	(1,961) (77,154) (73,544) (44,426) 197,085	(395) (74,433) (12,680) (31,178) (118,686)

12. Called up non equity share capital

4 members of the Board hold one non equity share of £1 each and one equity share of £1 is held by the Housing Plus Board. These shares carry the right to vote at General Meetings on the basis of one share one vote. The shares are not transferable, non redeemable and carry no right to receive income or capital payments.

	As at 31 March 2019	As at 31 March 2018
Number of shareholders as at 1 April	5	5
Number of shareholders as at 31 March	5	5

13. Pensions

At 31 March 2019 186 employees of Care Plus (2018: 104) were members of the National Employment Saving Trust (NEST) pension scheme. The scheme is a defined contribution scheme managed by Tata Consultancy Services (TCS), part of the Tata Group and a top ten global IT services, business solutions and outsourcing organisation.

It was set up to facilitate automatic enrolment as part of the government's workplace pension reforms under the Pensions Act 2008. Due to its public service obligation, any UK employer can use NEST to meet its new workplace duties as set out in the Pensions Act 2008. Members who are automatically enrolled into NEST are put into a NEST Retirement Date Fund. The NEST Retirement Date Funds are managed according to the life stage of members in them.

The arrangement with NEST is to provide Scheme with Care Plus contribution rates of 1%. Each NEST Retirement Date Fund operates as a fund of building block funds and has an asset allocation appropriate to its target date to manage the risk profile of each fund.

14. Related party transactions

The Board of the Society does not consist of any customers for care service packages.

During the financial year the Society provided services in the ordinary course of business to SSHA, at a total cost of £1,752,574 (2018: £1,635,617) and purchased services at a cost of £72,605 from SSHA (2018: £4,368). £9,600 was owed at 31 March 2019 (2018: £3,693).

The Society purchased services in the ordinary course of business from The Housing Plus Group Limited, the ultimate Parent, at a cost of £1,112,211 (2018: £520,547) and provided services at a cost of £12,788 (2018: £20,308). The Society is owed £nil from Housing Plus as at 31st March 2019 (2018: 41,343) and owes £18,525 (2018: £8,852).

The Society provided services in the ordinary course of business to Severnside, at a total cost of £830,907 (2018: £nil) and purchased services from Severnside at a cost of £624,124 (2018: £255) and owed £45,420 to Severnside Housing at 31 March 2019 (2018: £135).

The Society provided services in the ordinary course of business to Property Plus, at a total of £3,476 (2018: £nil) and purchased services from Property Plus at a cost of £44,457 (2018: £21,268). No amounts were outstanding at the year end (2018: £nil).

All related party transactions within the Group are on an arms length basis.

15. Group companies

The ultimate parent undertaking and controlling party is The Housing Plus Group Limited, a registered social landlord (Registered Co-operative and Community Benefit Society No. 30224R). The consolidated financial statements of The Housing Plus Group Limited are available from the Company Secretary, The Housing Plus Group Limited, Acton Court, Acton Gate, Stafford, ST18 9AP.

