**Teesside TEC Limited** (Limited by guarantee - not having a share capital)

Directors' report and financial statements

30 March 1997 Registered number 2398025



# Directors' report and financial statements

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### Directors' report

The directors present their annual report and the audited financial statements for the year ended 30 March 1997.

#### Principal activities

The company is an employer led business with a mission to accelerate the economic regeneration of Teesside by developing the skills of local people and by providing support for competitive business.

The mission has been and will be progressed through four strategic objectives:

- To support the development of a world class workforce which is motivated, multi-skilled and flexible;
- To support the creation of new business, stimulate business growth and make more companies competitive in world markets;
- To manage a business that is performance driven, customer focused, striving for total quality and continuous improvement;
- To play a leading role in the creation of purposeful partnerships of the region's key players to agree a clear strategic vision for Teesside based upon long term goals and practice.

The objectives of the company are pursued within guidelines established by the TEC Operating Agreement with the Secretaries of State for Education and Employment, Trade and Industry and the Environment through the Government Office for the North East ('GO-NE').

#### **Business review**

During 1996-97 the company has achieved challenging targets in training, the creation of new jobs and business start ups. Large numbers of National Vocational Qualifications (NVQ's) have been delivered under mainstream contracts with the Government, and the company has continued to meet the Youth Training Guarantee for all school leavers requiring training places. The company also made successful efforts to further increase the take-up of the Modern Apprenticeship scheme during the year.

The company plays a major role in local economic development and has continued to implement its objectives through partnerships with both private and public sector organisations in a variety of training, education and enterprise projects. During the reorganisation of local government in Teesside the company has built on existing relationships to develop a strategic role, in partnership with the four new unitary authorities. For example Education and Training Task Groups have been established under the chairmanship of the Directors of Education of the Local Education Authorities. The company has also worked closely with the Tees Valley Development Company to encourage further inward investment in the area through financial support for job creation and training.

The company began to experience the benefits of the operational restructuring which took place in 1994-95 and has made a significant commitment to development and training of staff in their new roles. The TEC's continuing achievement of the Investor in People standard was recognised in October 1996, following a formal reassessment.

The company maintained its low risk status, throughout the year, under the Government's financial assurance review arrangements for TEC's.

### Directors' report (continued)

#### Financial summary

The company accumulated a surplus net of tax of £1,096,000 in the financial year (1996: £437,000).

Under the terms of the company's memorandum and articles of association and the Operating Agreement, the payment of dividends is prohibited. The surplus for the year reflects the company's intention of maintaining the level of its reserves to fund its strategic objectives on Teesside. The ability of the company to generate surpluses is strictly controlled under the contracting guidelines of GO-NE.

The general reserve represents the amount of operating surplus required to provide a permanent fund of working capital and finance for significant expenditure on fixed assets.

The board have given approval to a portfolio of initiatives to help in achieving the company's mission and strategic objectives which have been embodied in a corporate plan covering the next five years and which will require the commitment of all current and anticipated reserves.

#### Directors and directors' interests

The directors who held office during the year were as follows:

JD Mc Dougall (appointed 14 May 1996) (appointed Chairman 1 April 1997)

MD Ward (appointed 17 September 1996) (Chairman 17 September 1996 - 31 March 1997)

JN Sefton OBE (resigned 17 September 1996) (Chairman to 17 September 1996)

L Bell (President)

D Andrew (appointed 23 July 1996)

AG Arkley

SJ Brown (appointed 7 January 1997)

A Collins MBE

EH Campbell (appointed 7 January 1997)

GL Cooke

AG Finn

JR Foster (resigned 14 May 1996)

D Fraser

S Gaffney (appointed 23 July 1996)
B Hanson OBE (appointed 14 May 1996)
PC Kerr (resigned 23 July 1996)

P McGee

GE Penketh (resigned 23 July 1996)
SI Pettifor (resigned 7 January 1997)
JW Redhead (appointed 14 May 1996)

BK Smith (appointed 14 May 1996; resigned 23 July 1996)

PA Taylor (appointed 23 July 1996)

The board of directors of the company also comprise its members.

### Directors' report (continued)

#### Political and charitable contributions

The company is prohibited from making political contributions under the terms of its agreement with the Secretaries of State, and therefore no such contributions have been made during the year. Donations to UK charities amounted to £284,000 to benefit activities on Teesside.

#### Corporate governance

The TEC Framework for Local Accountability (issued by TEC National Council) recommends that TEC's develop a more formal approach to public accountability. In response to this the company has adopted the principles embodied within the Code of Best practice as recommended by the Committee on the Financial Aspects of Corporate Governance (The Cadbury Report).

During the year the company has implemented the Code with one exception. A formal procedure for the selection of directors was not in place throughout the year. This has now been established.

#### Internal financial control

The directors are responsible for the company's system of internal financial control. Although no such system can provide absolute protection against material misstatement or loss, it is designed to provide the directors with reasonable assurance that problems should be identified on a timely basis and dealt with appropriately. Key procedures that have been established can be described under the following headings:

- Organisation structure the company has a management structure designed to establish the shortest possible lines of communication consistent with the demands of the organisation. The board deals directly with operating divisions through their board sub-committees which ensures that all divisions are constantly and consistently managed.
- Financial reporting the company has a comprehensive system for reporting and monitoring the performance of each operating division on a regular basis.
- Operating division controls the company has internal financial controls and approval procedures with which individual divisions are obliged to comply. Key controls over major business risks include defined levels of authority.

The board has reviewed the effectiveness of the system of internal financial control for the accounting year and the period to the date of approval of the financial statements.

### Directors' report (continued)

Corporate governance (continued)

Going concern

The directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. For this reason, they continue to adopt the going concern basis in preparing the financial statements.

#### Auditors' statement

The auditors, KPMG, have confirmed that in their opinion; with respect to the directors' statements on internal financial control and going concern above, the directors have provided the disclosures required by paragraph 4.5 and 4.6 of the Code (as supplemented by the related guidance for directors) and such statements are not inconsistent with information of which they are aware from their audit work on the accounts; and the directors' statement above appropriately reflects the company's compliance with the other paragraphs of the Code. They have carried out their review in accordance with the relevant bulletin issued by the Auditing Practices Board, which does not require them to perform any additional work necessary to express a separate opinion on the effectiveness of either the company's system of internal financial control or corporate governance procedures, or on the ability of the company to continue in operational existence.

#### Auditors

In accordance with Section 384 of the Companies Act 1985, a resolution for the re-appointment of KPMG as auditors of the company is to be proposed at the forthcoming Annual General Meeting.

By order of the board

D McDougall

Chairman

Training and Enterprise House 2 Queens Square Middlesbrough TS2 1AA

15 July 1997

### Statement of directors' responsibilities

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company and of the profit or loss for that period. In preparing those financial statements, the directors are required to:

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

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.



Quayside House 110 Quayside Newcastle upon Tyne NE1 3DX

# Report of the auditors to the members of Teesside TEC Limited

We have audited the financial statements on pages 7 to 20.

#### Respective responsibilities of directors and auditors

As described on page 5 the company's directors are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

### Basis of opinion

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

#### **Opinion**

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 30 March 1997 and of its surplus for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Chartered Accountants Registered Auditors

KPMC

15 July 1997

## Income and expenditure account

for the year ended 30 March 1997

	Note	1997 £000	1996 . £000
Income	2	29,150	29,996
Direct expenditure		(24,303)	(25,484)
Gross surplus		4,847	4,512
Administrative expenses		(4,036)	(4,265)
Operating surplus		811	247
Other interest receivable and similar income	3	285	202
Surplus on ordinary activities before taxation	2-6	1,096	449
Tax on surplus on ordinary activities	7	-	(12)
Surplus for the financial year		1,096	437

Movements in reserves are shown at note 17.

The company has no recognised gains or losses other than the result for the financial year.

During the year the company made no acquisitions and had no discontinued operations.

# Balance sheet at 30 March 1997

	Note	1997 £000	£000	1996 £000	£000
Fixed assets Tangible assets	8		3,090		3,318
Current assets Debtors Cash at bank and in hand	9	4,051 7,383		3,453 7,192	
Creditors: amounts falling due within one year	10	11,434 (4,094)		10,645	
Net current assets			7,340	<del></del>	5,239
Total assets less current liabilities Creditors: amounts falling due after more than one year Provisions for liabilities and charges	11 12		10,430 (555) (1,545)		8,557 (712) (611)
Net assets			8,330		7,234
Capital and reserves Capital (limited by guarantee) Income and expenditure account General reserve	1 17 17		3,630 4,700 ———————————————————————————————————		2,534 4,700 ———————————————————————————————————

These financial statements were approved by the board of directors on 15 July 1997 and were signed on its behalf by:

JD McDougall Chairman

### Cash flow statement

for the year ended 30 March 1997

	Note	1997 £000	£000	1996 £000	£000
Cash flow from operating activities	18		118		1,353
Returns on investments and servicing of finance Interest received		285		202	
			285		202
Taxation			(12)		22
Capital expenditure and financial investment Purchase of tangible fixed assets Sale of tangible fixed assets		(68) 10		(210)	
		-	(58)		(185)
Cash outflow before financing			333		1,392
Financing Repayment of amounts borrowed Capital element of finance lease rental payments Government grants received		(140) (2)		(140) (1) 68	
			(142)		(73)
Increase in cash in the period	20		191		1,319

#### Notes

(forming part of the financial statements)

#### Company status

The liability of the members of the company is limited by guarantee. Each member of the company has undertaken to contribute an amount not exceeding £1 towards any deficit arising in the event of the company being wound up.

The Operating Agreement states that upon its termination, the company should return any assets or property in its possession, custody or control furnished by or on behalf of the Secretary of State. The company would also be obliged to repay to the Secretary of State all monies not paid out or agreed to be paid out in accordance with the agreement.

#### Accounting policies

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

#### Basis of preparation

The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost accounting rules.

#### Income

Income represents funds receivable from GO-NE to finance training contracts and administrative expenses, together with donations and self-generated funds.

#### Expenditure

Training, education and business support costs are recorded in the income and expenditure account by reference to the period during which the related services are provided to the community.

### Fixed assets and depreciation

Depreciation on fixtures and equipment is provided at the rate of 20% on a straight line basis in order to write off the cost of assets evenly over their estimated useful lives. Freehold buildings are depreciated at the rate of 2% on a straight line basis with no charge being made in the year of acquisition.

No depreciation is provided on freehold land or investment properties.

In accordance with Statement of Standard Accounting Practice No 19, freehold properties which are investment properties are included in the balance sheet either at professional valuation, carried out at regular intervals, or at directors' valuation in the intervening years. Accordingly no depreciation is provided.

Any excess of open market value over cost of properties is taken to revaluation reserve in the balance sheet and changes in those values are disclosed as movements on that reserve.

This treatment, as regards the company's investment properties, may be a departure from the requirements of the Companies Act concerning depreciation of fixed assets. However, the properties are not held for consumption but for investment and the directors consider that systematic annual depreciation would be inappropriate. The accounting policy adopted is therefore necessary for the accounts to show a true and fair view. Depreciation or amortisation is only one of many factors reflected in the annual valuation and the amount which might otherwise have been shown cannot be separately identified or quantified.

#### Accounting policies (continued)

#### Leases

Assets acquired under finance leases are capitalised and the outstanding future lease obligations are shown in creditors. Operating lease rentals are charged to the profit and loss account on a straight line basis over the period of the lease.

#### Government grants

Capital based government grants are included within creditors in the balance sheet and credited to the income and expenditure account over the estimated useful economic lives of the assets to which they relate.

#### Pension costs

The company operates a defined benefit pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. Contributions payable to the scheme are charged against surpluses so as to spread the cost of pensions over employees' working lives with the company.

#### Reserves

Transfers are made to general reserve to reflect the amount of operating surplus required to provide a permanent fund of working capital and finance for significant expenditure on fixed assets.

### Other interest receivable and similar income

	1997 £000	1996 £000
Other	285	202
Surplus on ordinary activities before taxation	1997 £000	1996 £000
Surplus on ordinary activities before taxation is stated		
after crediting		
Release of government grants	14	14
after charging		
Depreciation of tangible fixed assets	286	291
Auditors' remuneration: Audit Other services	12 9 13	12 38 7
Amounts payable under operating leases Charitable donations	284	153

#### Staff numbers and costs

The average number of employees during the year was 125 (1996: 130). The aggregate payroll costs of these persons were as follows:

	1997	1996
	£000	£000
Wages and salaries	2,209	2,146
Social security costs	165	169
Other pension costs	172	159
	2,546	2,474
Directors' emoluments		
	1997	1996
	£000	£000
Directors' emoluments:		
Remuneration as executives - salary	-	16

Directors may not draw a salary from payments made to the company by the Secretary of State except where a director holds the office of chief executive or managing director.

#### Taxation

	1997 £000	1996 £000
UK corporation tax at 24% (1996: 25%) on the surplus for the year on ordinary activities	-	12

Corporation tax is only chargeable on interest received during the year. Other income is outside the scope of this tax. Charges on income substantially offset the liability arising on interest received during each year.

### Tangible fixed assets

	Land and				
	Freehold	Freehold	Fixtures	Total	
	in company	investment	and		
	occupation	properties	equipment		
	£000	£000	£000	£000	
Cost					
At beginning of year	3,032	-	1,297	4,329	
Additions	68	-	-	68	
Disposals	-	-	(27)	(27)	
Transfers	(162)	162	-	-	
At end of year	2,938	162	1,270	4,370	
Accumulated depreciation					
At beginning of year	183	-	828	1,011	
Charge for year	80	-	206	286	
On disposals	-	-	(17)	(17)	
Transfers	(32)	32	-		
At end of year	231	32	1,017	1,280	
Net book value				2 000	
At 30 March 1997	2,707	130	253	3,090	
At 27 March 1996	2,849	-	469	3,318	
ALL DY ARMON AND	<u></u>				

Included in fixtures and equipment are assets with a net book value of £11,000 (1996: £15,000) held under finance leases and similar hire purchase contracts, the depreciation of which amounted in the year to £3,000 (1996: £2,000).

The directors have reviewed the carrying value at 30 March 1997 of all investment properties and have decided that there has been no significant change in the open market values which would warrant amendment to book values.

During the year the company vacated one of its freehold properties which it now rents out on a commercial basis. The property has therefore been transferred at its market value to investment properties.

#### **Debtors**

	1997 £000	1996 £000
Amount due from GO-NE	2,749	2,812
Other debtors	1,240	566
Prepayments	62	75
	4,051	3,453
Creditors: amounts falling due within one year	1997 £000	1996 £000
		49
GO-NE loans	-	140
Bank loan (see note 11)	140	140
Amounts payable under finance leases and similar hire	•	1
purchase arrangements	2	1 4 20 6
Trade creditors	3,267	4,396
Other creditors including taxation and social security	115	285
Government grants (see note 13)	14	14
Accruals and deferred income	556 —	521
	4,094	5,406

The loans from GO-NE are in respect of the acquisition of fixed assets. The loans are interest free and secured by a fixed and floating charge on the assets of the company. The loans are to be reduced in five equal annual instalments, commencing on the anniversary of the date of their inception.

Other creditors including taxation and social security comprise:

	1997	1996
Corporation tax Other taxes and social security Other creditors	£000	£000
	-	12
	-	53
	115	220
		<del></del>
	115	285

### Creditors: amounts falling due after more than one year

	1997 £000	1996 £000
Bank loan Government grants (see note 13)	525 26	665 40
Amounts payable under finance leases and similar hire purchase contracts	4	7
	555	712

Amounts payable under finance leases and similar hire purchase contracts are all repayable within 5 years.

The purchase of the company's headquarters building was financed by a bank loan repayable in quarterly instalments over ten years commencing 8 January 1992. The loan is secured by a fixed charge over the property and has priority over the fixed and floating charge held by GO-NE.

### Creditors payable by instalments

	paya	Instalments payable within five years		payable within payable after		payable after		Total
	1997 £000	1996 £000	1997 £000	1996 £000	1997 £000	1996 £000		
Bank loan	665	700	-	105	665	805		

### Provisions for liabilities and charges

	Other provisions £000
At beginning of year Utilised during year Created during year	611 (253) 1,187
	1,545
	<del></del>

#### Provisions for liabilities and charges (continued)

The company has formed Business Link Teesside Limited, a company limited by guarantee (not having a share capital), as a joint venture with various local public and private bodies. The principal activity of the operation is to provide support services for small and medium sized companies. The provision at the beginning of the year represented amounts payable to Business Link Teesside Limited under the terms of various funding agreements.

Provisions created during the year represent amounts committed to companies investing in Teesside through support for training activities.

#### Government grants

1997 £000	1996 £000
54	20
- -	68 (20)
54	68
(14)	(14)
40	54
	£000  54  54 (14)

### Lease commitments

Amounts payable in the forthcoming year in respect of non-cancellable operating leases are as follows:

	1997 Land and buildings	Other £000	1996 Land and buildings	Other
Operating leases which expire: Within one year In the second to fifth years inclusive In more than five years	-	-	10	-
	- 99	22	21	8 -
	99	22	31	8

### Capital commitments

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The company had no capital commitments at the end of the financial year.

#### **Pensions**

A defined benefit funded pension scheme, the Teesside TEC Pension & Life Assurance Scheme, exists to provide pension benefits for employees. The contributions to the scheme are determined by a qualified independent actuary.

The most recent valuation was at 1 January 1995 and was carried out using the Projected Unit Method. The main assumptions were that the investment return would be 9% per annum, that pensionable pay would increase at 7.5% per annum and that increases in pensions (exclusive of Guaranteed Minimum Pensions) would be 5% per annum. The valuation showed that the market value of the scheme's assets was £1,751,000 and the actuarial value of those assets represented 112% of the benefits that had accrued to members, after allowing for expected future increases in earnings.

The contributions of the company to the pension scheme were 10% of pensionable pay for this financial year. Employees contributed 6% of pensionable pay.

#### Reserves

	General Reserve	Income & expenditure account	Total	
	£000	£000	£000	
Balance at beginning of year Surplus for financial year Transfer to General Reserve	4,700 - -	2,534 1,096	7,234 1,096	
Balance at end of year	4,700	3,630	8,330	

The General Reserve provides a permanent fund of working capital and finance for significant expenditure on fixed assets.

Commitments to project expenditure, together with further projects under consideration by the Board, amounted to £3,193,000 (1996: £3,450,000) at the end of the financial year.

It is a requirement of the company's agreement with the Secretaries of State for Education and Employment, Trade and Industry and the Environment that the company disclose the amount within its reserves which, in the event of termination of the agreement, would be attributable to either the company or the Secretaries of State.

	£000
As at 30 March 1997 Reserves attributable to the Secretaries of State Reserves attributable to the company	8,330 -
Reserves as per balance sheet	8,330
Reserves as per summer serve	

This statement does not in any way imply ownership or control of these reserves by the Secretaries of State but merely notes the source of reserves held by the company at the balance sheet date.

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Reconciliation of operating surplus to operating	ig cash flows			
reconcination of oberming our plus to operation	- <b>B</b>		1997	1996
			£000	£000
				0.45
Operating surplus			811	247
Depreciation charges			286	291 7
Loss on disposal of fixed assets			- (40)	(70)
Amortisation of capital loan			(49)	(14)
Release of deferred income			(14) (598)	244
(Increase)/decrease in debtors			(1,252)	862
(Decrease)/increase in creditors			934	(194)
Increase/(decrease) in provisions			-	(20)
Transfer of Government grant to Business Link				
Net cashflow from continuing operating activities			118	1,353
Net cashhow from continuing operating activities		:	<del></del>	
Analysis of net debt				
Analysis of het debt	At	Cashflow	Other	At
	25 March		non-cash	30 March
	1996		changes	1997
	£000	£000	£000	£000
Cash in hand, at bank	7,192	191	-	7,383
Debt due after 1 year	(665)	-	140	(525)
Debt due within 1 year	(189)	140	(91)	(140)
Finance leases	(8)	2	-	(6)
			<del></del>	
	6,330	333	49	6,712
Reconciliation of net cashflow to movement in	n net debt			1997 £000
				191
Increase in cash in the period  Cash inflow from increase in debt and lease financing				142
of the monthing from angliforus				333
Change in net debt resulting from cashflows  Non cash movements in debt and lease financing				49
Movement in debt in the period				382
Net debt at 25 March 1996				6,330
Net debt at 30 March 1997				6,712

### Related party transactions

In the normal course of business the company entered into transactions with a number of undertakings associated with the company's directors. Where the total transaction value for the year exceeded £5,000 these are summarised below:

Undertaking	Value £000	Non-executive director	Director and shareholder	Senior Executive	Trustee
Business Link Teesside Limited	1092	AG Arkley PC Kerr SI Pettifor S Brown MD Ward			
TAD Centre Limited	726	GE Penketh JW Redhead			
Hartlepool Borough Council	646	B Hanson OBE			
ICI Chemicals & Polymers Limited	568			GL Cooke	
University of Teesside	528	JN Sefton OBE JR Foster JD McDougall		D Fraser	
Teesside Training Enterprise (associated with British Steel plc)	400			SI Pettifor	
Future Steps Limited	378	P McGee A Finn JW Redhead			
Bells Stores Limited / Freshfayre Limited Bells Training / Savoury Kitchen Limited	286		L Bell		
Cleveland Community Foundation	246				L Bell JR Foster
South Tees Acute Hospitals NHS Trust	225	A Collins MBE JR Foster			
Teesside Tertiary College	207	JN Sefton OBE			
British Steel plc	36			SI Pettifor	
North East Evening Gazette Limited	31			S Brown	
Botanic Centre	20	JR Foster			
Workers Educational Association	16			P McGee	
Cleveland College of Art & Design	10	B Hanson OBE			
WS Atkins - Northern Limited	8	JD McDougall			
Penlee Services Limited	7		G Penketh		