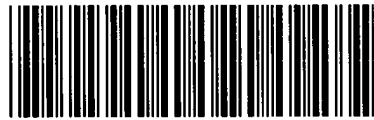


Registered Number: 2892269

THE DIOCESAN SCHOOLS AGENCY LIMITED

ACCOUNTS AND DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2021

TUESDAY



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COMPANIES HOUSE

Registered Office

1 The Sanctuary Westminster London SW1P 3JT

Company Number 2892269

VAT Registration Number 786 7219 79

THE DIOCESAN SCHOOLS AGENCY LIMITED

REPORT OF THE BOARD

FOR THE YEAR ENDED 31 DECEMBER 2021

The Board presents its report and the audited accounts for the year ended 31 December 2021.

Principal Activity

The primary objectives of the Diocesan Schools Agency are to offer various advisory services to schools and governors in the context of the Christian religion in general and the faith and practice of the Church of England, in particular. Any taxable profits made will be transferred to The Rochester Diocesan Board of Education by deed of covenant.

Review of the Business

The changes taking place in the Education Service, both nationally and locally, are having continuing consequences for schools and governors. Schools are facing complex issues regarding the provision of adequate support and professional development, particularly as the role of Local Education Authorities declines. It is likely that the Diocesan Schools Agency will be one of the only coherent bodies serving schools in its area.

Financial Review

The Statement of Comprehensive Income shows income of £102,916 (2020 - £91,739) and expenditure of £106,386 (2020 - £89,207). The result is a deficit before taxation for the year of £3,470 (2020- £2,532 surplus) which will be transferred from the Charity.

Going Concern

Accounting standards require the directors to consider the appropriateness of the going concern basis when preparing the financial statements. The directors confirm they consider the going concern basis remains appropriate. The directors regard the going concern basis as being appropriate as the company has the support of its parent which has adequate resources to continue in operational existence for the foreseeable future.

The restrictions associated with the COVID-19 pandemic resulted in decreased income and increased expenditure but ultimately it is felt that the support of the parent is sufficient.

Directors

The Directors that have served the Board during the year or have been appointed subsequently, up until the date of signing the accounts are as follows:

The Rt. Rev. S. Burton-Jones - Chair
Mr. J. King

Auditors

Crowe U.K. LLP Riverside House 40-46 High Street Maidstone Kent ME14 1JH
The auditors, Crowe U.K. LLP, will be proposed for reappointment in accordance with Section 485 of the Companies Act 2006.

Bankers

National Westminster Bank, Chatham Branch, 148 High Street, Chatham, Kent ME4 4DB.

Solicitors

Lee Bolton Monier Williams, 1 The Sanctuary, Westminster, London SW1P 3JT.

Financial Administrator and Company Secretary

J. A. Constanti AInstAM(Dip), MBIFM.

THE DIOCESAN SCHOOLS AGENCY LIMITED

REPORT OF THE BOARD (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2021

Statement of Directors' Responsibilities

The Directors are responsible for preparing the Directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial period which give a true and fair view of the company's state of affairs at the end of the period and of its profit or loss for the period. In preparing the financial statements 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 UK 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 assume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the accounts comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud or other irregularities.

Risk and Uncertainties

The accounts are approved during a period where some uncertainties remain as a result of COVID-19 albeit the U.K. has successfully implemented the vaccine programme and the lockdown measures have been lifted which creates a much more positive landscape. The company was able to continue to provide its service largely via remote systems which have been well received and will probably in part remain in place as an improved communication method. Though appropriate consideration of risks as part of its normal risk management processes and mitigating actions both already taken and available to be taken, Directors consider it appropriate for the going concern basis to be adopted for these accounts.

The government may need to consider reducing national debt given the additional costs that were incurred associated with the pandemic and as a result in reduction in levels of funding and support for schools.

Provision of Information to Auditors

Each of the persons who are directors at the time when this Directors' report is approved has confirmed:

- so far as that director is aware, there is no relevant audit information of which the company's auditors are unaware, and
- that director has taken all the steps that ought to have taken as a director in order to be aware of any information needed by the company's auditors in connection with preparing their report and to establish that the auditor is aware of that information.

In preparing this report, the Directors have taken advantage of the small companies exemptions provided by Section 415A of the Companies Act 2006. The company is taking advantage of the disclosure exemptions available under Section 1A of FRS102.

The report was approved by the Board on 7 June 2022 and signed on its behalf by

+ *Simon Tebridge*

The Rt. Rev. S. Burton - Jones
Chair of the Board

THE DIOCESAN SCHOOLS AGENCY LIMITED

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS

Independent Auditor's Report to the Members of the Diocesan Schools Agency Limited

Opinion

We have audited the financial statements of The Diocesan Schools Agency (the 'company') for the year ended 31 December 2021 which comprise the Statement of Comprehensive Income, the Balance sheet and the Statement of Changes in Equity, 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 company's affairs as at 31 December 2021 and of its profit 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 Companies Act 2006.

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company'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 company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

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 company 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

In auditing the financial statements, we have concluded that the Directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for twelve months from the date the Accounts are signed.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, 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. 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.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has been prepared in accordance with applicable legal requirements.

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS (CONTINUED)

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies' regime and take advantage of the small companies' exemptions in preparing the directors' report and from the requirement to prepare a strategic report.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 2, the directors 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 directors 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 directors are responsible for assessing the company'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 directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

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.

Extent to which the audit is capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect irregularities, including fraud. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below.

However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the company.

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud and non-compliance with laws and regulations, our procedures included the following:

- identifying, evaluating and assessing compliance with laws and regulations;
- discussing with management whether they have knowledge of any actual, suspected or alleged fraud; and,
- discussing among the engagement team on how and where fraud might occur in the financial statements and any potential indicators of fraud. As part of this discussion, we identified potential for fraud in the recognition of income.
- obtaining an understanding of the legal and regulatory frameworks that the company operates in, focusing on those laws and regulations that had a direct effect on the financial statements or that had a fundamental effect on the operations of the company.

THE DIOCESAN SCHOOLS AGENCY LIMITED

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS (CONTINUED)

Audit response to risks identified

Our procedures to respond to risks identified included the following:

- reviewing the financial statement disclosures and testing to supporting documentation to assess compliance with relevant laws and regulations discussed above;
- reading minutes of meetings of those charged with governance; and,
- in addressing the risk of fraud through management override of controls, testing the appropriateness of journal entries and other adjustments; assessing whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business.

We gained an understanding of the legal and regulatory framework applicable to the company and the industry in which it operates, and considered the risk of acts by the company which were contrary to applicable laws and regulations, including fraud.

We designed audit procedures to respond to the risk, recognising that the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery, misrepresentations or through collusion.

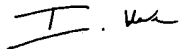
We focused on laws and regulations that could give rise to a material misstatement in the company's financial statements. Our tests included, but were not limited to:

- agreement of the financial statement disclosures to underlying supporting documentation;
- enquiries of management;
- review of minutes of Board meetings throughout the period; and
- considering the effectiveness of control environment

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.

Use of Our Report

This report is made solely to the charitable company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the charitable company'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 charitable company and the charitable company's members as a body, for our audit work, for this report, or for the opinions we have formed.



Ian Weekes

For and on behalf of Crowe U.K. LLP, Statutory Auditors

Date: 8 June 2022

THE DIOCESAN SCHOOLS AGENCY LIMITED

STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 DECEMBER 2021

| | Notes | 2021 | | 2020 | |
|---------------------------------------|-------|----------------|---------|---------------|--------|
| | | £ | £ | £ | £ |
| INCOME | | | | | |
| Buildings Consultancy | | 17,762 | | 17,445 | |
| Inspections | | - | | 2,583 | |
| Course Provision | | 27,906 | | 11,463 | |
| Academy Conversions | | - | | 4,500 | |
| Service Level Agreement | | 38,873 | | 37,148 | |
| Leadership Conference | | - | | - | |
| Travelling & Sundry Costs | | - | | - | |
| School Improvement | | <u>18,375</u> | 102,916 | <u>18,600</u> | 91,739 |
| | | | | | |
| EXPENDITURE | | | | | |
| Staff charges - | | | | | |
| Travelling and sundry expenses | | 1,021 | | 2,170 | |
| Salary costs | 3 | 7,000 | | 7,000 | |
| Inspections | | - | | 250 | |
| Course Provision | | 17,797 | | 5,319 | |
| Academy Conversions | | - | | - | |
| Service Level Agreement | | - | | 0 | |
| Leadership Conference | | - | | 0 | |
| School Improvement | | 75,693 | | 69,593 | |
| Audit | | <u>4,875</u> | 106,386 | <u>4,875</u> | 89,207 |
| | | | | | |
| Surplus/(loss) on ordinary activities | | <u>(3,470)</u> | | <u>2,532</u> | |
| | | | | | |
| Taxation | | <u>-</u> | | <u>-</u> | |
| | | | | | |
| Profit/(loss) for year | | (3,470) | | 2,532 | |

There was no other comprehensive income for 2021 (2020 : £NIL) .

The notes on pages 10 and 11 form part of these accounts.

THE DIOCESAN SCHOOLS AGENCY LIMITED

BALANCE SHEET - COMPANY NUMBER 2892269

AS AT 31 DECEMBER 2021

| | Notes | 2021 | | 2020 | |
|--|-------|--------------|----------------|---------------|------------|
| | | £ | £ | £ | £ |
| CURRENT ASSETS | | | | | |
| Debtor due from Diocesan Board of Finance | | 1,012 | | 4,925 | |
| Trade Debtors | | 5,065 | | 6,392 | |
| Prepayments | | - | | - | |
| | | <u>6,077</u> | | <u>11,317</u> | |
| Creditors falling due within one year | 5 | <u>9,347</u> | | <u>11,117</u> | |
| NET CURRENT ASSETS | | | <u>(3,270)</u> | | <u>200</u> |
| TOTAL ASSETS LESS CURRENT LIABILITIES | | | <u>(3,270)</u> | | <u>200</u> |
| RESERVES | | | | | |
| Share Capital | 6 | | 51 | | 51 |
| Profit & Loss Account | | | <u>(3,321)</u> | | <u>149</u> |
| SHAREHOLDERS FUNDS | | | <u>(3,270)</u> | | <u>200</u> |

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies ' regime and in accordance with the provisions of FRS 102 Section 1A - small entities.

Approved and authorised for issue by the Board on 7 June 2022

+ *Simon To-bridge*

The Rt. Rev. S. Burton - Jones
Chair of the Board

The notes on pages 10 and 11 form part of these accounts.

THE DIOCESAN SCHOOLS AGENCY LIMITED

STATEMENT OF CHANGES IN EQUITY - COMPANY NUMBER 2892269

FOR THE YEAR ENDED 31 DECEMBER 2021

| | Share Capital | Profit and Loss Account | Total |
|--|------------------|----------------------------|---------|
| | £ | £ | £ |
| At 1 January 2021 | 51 | 149 | 200 |
| Loss for the year | - | (3,470) | (3,470) |
| Total comprehensive income | - | (3,321) | (3,270) |
| Amount covenanted from parent charity | - | - | - |
| At 31 December 2021 | 51 | (3,321) | (3,270) |

The notes on pages 10 and 11 form part of these accounts.

THE DIOCESAN SCHOOLS AGENCY LIMITED

STATEMENT OF CHANGES IN EQUITY - COMPANY NUMBER 2892269

FOR THE YEAR ENDED 31 DECEMBER 2021

| | Note | Share Capital £ | Profit and Loss Account as restated £ | Total £ |
|--|-------------|--------------------------------|--|--------------------|
| At 1 January 2020 | | 51 | 25,784 | 25,835 |
| Profit for the year | | - | 25,697 | 25,697 |
| Total comprehensive income | | - | 25,697 | 25,697 |
| Amount covenanted to parent charity | | - | (25,635) | (25,635) |
| At 31 December 2020 | | 51 | 25,846 | 25,897 |

The notes on pages 10 and 11 form part of these accounts.

THE DIOCESAN SCHOOLS AGENCY LIMITED

NOTES TO THE ACCOUNTS

FOR THE YEAR ENDED 31 DECEMBER 2021

1. General Information

The primary objectives of the Diocesan Schools Agency are to offer various advisory services to schools and governors in the context of the Christian religion in general and the faith and practice of the Church of England, in particular.

The company is a private limited company, which is incorporated and registered in England and Wales (2892269). The address of the registered office is: 1 The Sanctuary, Westminster, London, SW1P 3JT.

2. Accounting Policies

The financial statements have been prepared under the historical cost convention and in accordance with Section 1A of Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The Directors do not consider that there were any significant judgements or estimates made when preparing the financial statements.

The following principal accounting policies have been applied:

The Directors regard the going concern basis as being appropriate as the company has the support of its parent which has adequate resources to continue in operational existence for the foreseeable future.

Income is recognised when the service is performed. The income and pre-tax profit are all attributable to the company's principal activities.

Taxation is payable on the company's profits. However, as the policy of the company is to transfer all of its profits to the parent charity, there is no taxation charge in the accounts.

3. Staff Charges

The average weekly number of employees (including Directors) during the year was 4 (2020 - 4). The Directors did not receive any remuneration during the current or previous years.

4. Operating Surplus

Operating surplus is stated after charging.

| | 2021 £ | 2020 £ |
|--------------------------|--------------|--------------|
| Auditors remuneration | 4,875 | 4,875 |
| Corporation tax software | - | - |
| | <u>4,875</u> | <u>4,875</u> |

5. Creditors falling due within one year

| | 2021 £ | 2020 £ |
|----------------------------------|--------------|---------------|
| Amount due to parent undertaking | - | - |
| Accruals | 4,875 | 7,406 |
| Social security & other taxes | 4,472 | 3,711 |
| Deferred Income | - | - |
| | <u>9,347</u> | <u>11,117</u> |

6. Share Capital

| | 2021 £ | 2020 £ |
|--|------------|------------|
| Authorised Ordinary Shares at £1 each | <u>100</u> | <u>100</u> |
| Allotted called up and fully paid ordinary shares at £1 each | <u>51</u> | <u>51</u> |

THE DIOCESAN SCHOOLS AGENCY LIMITED

NOTES TO THE ACCOUNTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2021

7. Reserves

Profit and loss account

Represents accumulated reserves to date.

8. Ultimate Parent Undertaking

The "Incorporated Rochester Diocesan Board of Education" a charity registered in England and Wales, is the ultimate Parent Company.

Copies of the ultimate holding company's financial statements can be obtained from

J. A. Constanti
The Diocesan Office
St Nicholas Church
Boley Hill
Rochester
Kent ME1 1SL

9. Related Party Transactions

During the year the Rochester Diocesan Society and Board of Finance, an incorporated charity in which The Rt. Rev. S. Burton-Jones holds a directorship, made payments and receipts on the company's behalf. As at 31 December 2021 £1,012 (2020 - £4,925) was due to the Incorporated Rochester Diocesan Board of Education in relation to this related party.