Registration number: 06556372

Elm Bank Healthcare Limited

Annual Report and Unaudited Financial Statements

for the Year Ended 31 December 2021

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Company Information

Directors Pete Calveley

Mark Hazlewood

Michael O'Reilly

Company secretary Michael O'Reilly

Registered office 3rd Floor, The Aspect

12 Finsbury Square

London EC2A 1AS

Strategic Report for the Year Ended 31 December 2021

The Directors present their strategic report for the year ended 31 December 2021.

Principal activity

The principal activity of the Company is the operation of care homes.

Fair review of the business

The results of the Company are included in the consolidated financial statements of the Group headed by Barchester Finco 2019 Limited. These financial statements contain a detailed business review relating to the Group, along with a summary of likely future developments. Copies can be obtained from Companies House.

The Company's key financial and other performance indicators during the year were as follows:

	Unit	2021	2020
Turnover	£'000	4,744	4,700
Operating profit	£'000	959	911
Occupancy	%	84	83

Principal risks and uncertainties

The Board of Barchester Finco 2019 Limited analyses key risks to the business and monitors exposure to these risks through a series of Key Performance Indicators (KPIs). These KPIs are reviewed to ensure that the Group is achieving its principal objectives of providing the highest quality of care for residents, while at the same time ensuring that the infrastructure is as fully and efficiently utilised as possible to provide appropriate returns to shareholders.

Clinical quality risk

We are committed to the need to provide a consistent level of care. We have invested in a number of key areas to monitor care provision, including a specialist dementia team, clinical development nurses and a more rigorous programme of quality inspections. The business operates sophisticated levels of performance monitoring with regular reporting to senior management and the Board of any potential issues. In addition, a comprehensive programme of service audits is undertaken across all homes with reports and resulting action plans being the subject of comprehensive review. Perhaps most importantly, the Board encourages a culture of reporting any minor concerns from staff, residents and relatives, all of which are appropriately investigated. There is increased awareness of regulatory changes at Board level and regular briefing updates are being used to ensure appropriate knowledge transfer to staff throughout the business.

KPIs used:

regulatory compliance (both internal and external); various indicators of clinical well-being; and number of hours for staffing (employed and agency).

Health & Safety

We understand the need to provide a safe environment for our staff, residents, their guests or anyone else on our premises. Everyone in our business has accountability for health and safety, and they are given the necessary tools (including training, safety equipment and resources) to operate safely. Compliance is organised and monitored through a dedicated health and safety team across the business.

KPIs used:

notifiable accident frequency; and accident statistics.

Strategic Report for the Year Ended 31 December 2021 (continued)

Public spending policy

Continued pressure is being exerted to reduce Government and Local Authority spending, which is manifesting itself increasingly in the reduction of fees being paid for the care of funded residents. To mitigate this, we undertake robust fee negotiations with the public sector and also focus more on the provision of space to privately funded individuals.

KPIs used:

average fee rates; and occupancy rates and mix.

Employment of staff

Our business thrives on the skills and expertise of the staff we employ. The shortage of appropriate labour is a potential risk to the business, this is particularly acutely felt with the national shortage of qualified nursing staff. In order to mitigate this risk, the business has a proactive Human Resources and Recruitment team.

Continuity of service and care provided to residents is vitally important to the business. In order to ensure high quality care is provided is it is necessary for the business to employ well trained staff and to encourage strong staff retention. To ensure staff have appropriate skills, the business provides on-going statutory and mandatory training to all resident facing staff. Development opportunities are identified and promoted throughout the business to continue to develop staff and encourage staff retention.

In addition, the business has procedures in place to ensure continued compliance with UKBA regulations.

KPIs used:

staff turnover;

staff training statistics; and

number of hours for staffing (employed and agency).

Cost base inflation

The principal costs for the successful operation of the business include staff costs, energy and food. All of these areas are subject to on-going cost pressures in advance of inflation. In order to mitigate these areas, we have a well organised procurement process to source energy and food at the best possible rates. We have a well organised operational structure to ensure that labour is employed as effectively as possible.

KPIs used:

EBITDA and EBITDAR per bed; labour hours per resident per day; and costs per resident per day.

Occupancy

An inability to maintain and grow occupancy levels of both private and local authority funded residents is a potential risk to the business. In order to mitigate this risk, we have a proactive Sales and Marketing team who work alongside the operational team to monitor and review occupancy levels.

KPIs used:

occupancy rates and mix; and enquiry conversion rates.

Strategic Report for the Year Ended 31 December 2021 (continued)

Approved by the Board on 31 August 2022 and signed on its behalf by:

Mark Hazlewood

Director

Directors' Report for the Year Ended 31 December 2021

The Directors present their report and the financial statements for the year ended 31 December 2021.

Directors of the Company

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

Pete Calveley

Mark Hazlewood

Michael O'Reilly - Company secretary and Director

Dividends

The Directors recommend no final dividend payment be made in respect of the financial year ended 31 December 2021 (2020: nil).

Going concern

The Directors have reasonable expectation that the Group and Company have adequate resources to continue in operation for at least 12 months from the date of approval of these financial statements. The Directors therefore believe that it is appropriate to prepare the financial statements on a going concern basis. Further details are in note 2 to the financial statements.

Employment of disabled persons

It is Company policy to fair consideration to the employment needs of disabled people and to comply with current legislation with regard to their employment. Wherever practicable, the Company continues to employ and promote the careers of existing employees who become disabled and to consider disabled persons for employment, subsequent training, career development and promotion on the basis of their aptitudes and abilities.

Employee involvement

The Directors recognise the importance of human resources. Practices to provide good communications and relations with employees including providing them with information on matters of concern to them as employees. Employees or their representatives are consulted on a regular basis so that their views can be taken into account in making decisions which are likely to affect their interests.

Approved by the Board on 31 August 2022 and signed on its behalf by:

Mark Hazlewood

Director

Statement of Directors' Responsibilities in respect of the Directors' Report and the Financial Statements

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 year. Under that law the Directors have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 102 The Financial Reporting Standard applicable in the UK and the Republic of Ireland.

Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and 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;
- assess the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and 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.

Profit and Loss Account for the Year Ended 31 December 2021

	Note	2021 £ 000	2020 £ 000
Turnover	3	4,744	4,700
Cost of sales		(3,764)	(3,789)
Gross profit		980	911
Administrative expenses		(21)	
Operating profit	4	959	911
Profit before tax		959	911
Taxation	7	8	10
Profit for the financial year		967	921

The above results were derived from continuing operations.

The Company has no recognised gains or losses for the year other than the results above.

Statement of Comprehensive Income for the Year Ended 31 December 2021

	2021 £ 000	2020 £ 000
Profit for the year	967	921
Total comprehensive income for the year	967	921

(Registration number: 06556372) Balance Sheet as at 31 December 2021

	Note	2021 £ 000	2020 £ 000
Fixed assets			
Tangible assets	8	278	327
Current assets			
Stocks	9	7	7
Debtors	10	10,417	7,663
Cash at bank and in hand		1	1
		10,425	7,671
Creditors: Amounts falling due within one year	11	(4,907)	(3,169)
Net current assets		5,518	4,502
Net assets	_	5,796	4,829
Capital and reserves			
Profit and loss account	_	5,796	4,829
Shareholders' funds	=	5,796	4,829

For the financial year ending 31 December 2021 the company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

Directors' responsibilities:

- The members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476; and
- The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

Approved and authorised by the Board on 31 August 2022 and signed on its behalf by:

Mark Hazlewood

Director

Statement of Changes in Equity for the Year Ended 31 December 2021

	Share capital £ 000	Profit and loss account £ 000	Total £ 000
At 1 January 2021	-	4,829	4,829
Profit for the year		967	967
Total comprehensive income		967	967
At 31 December 2021		5,796	5,796
	Share capital £ 000	Profit and loss account £ 000	Total £ 000
At 1 January 2020	<u>-</u> _	3,908	3,908
Profit for the year		921	921
Total comprehensive income		921	921

Notes to the Unaudited Financial Statements for the Year Ended 31 December 2021

1 General information

The Company is a private company limited by share capital, incorporated in England and Wales.

2 Accounting policies

Summary of significant accounting policies and key accounting estimates

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Statement of compliance

These financial statements were prepared in accordance with Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. The functional and presentation currency of these financial statements is sterling. All amounts in the financial statements have been rounded to the nearest £'000.

Basis of preparation

These financial statements have been prepared using the historical cost convention except that as disclosed in the accounting policies certain items are shown at fair value.

Summary of disclosure exemptions

As the Company is a wholly owned subsidiary of Grove Limited the Company has taken advantage of the disclosure exemptions contained in FRS 102 Section 1.12. By virtue of FRS 102 Section 33.1A the Company has not disclosed transactions or balances with wholly owned entities which form part of the Group.

Name of parent of group

These financial statements are consolidated in the financial statements of Grove Limited.

The financial statements of Grove Limited may be obtained from www.jersey.fsc.org.

Notes to the Unaudited Financial Statements for the Year Ended 31 December 2021 (continued)

2 Accounting policies (continued)

Going concern

The financial statements have been prepared on a going concern basis which the Directors consider to be appropriate for the following reasons.

The Directors of Grove Limited (the "Grove Board"), the Company's ultimate parent undertaking, have prepared cash flow forecasts for Grove Limited and its subsidiaries (the "Grove Group"), of which this company is a member, for a period of 28 months from the date of approval of these financial statements.

The Grove Group meets its day to day working capital requirements through its cash reserves, bank loans and shareholder loans. The Grove Board have prepared cash forecasts for the remainder of 2022, the twelve months ended 31 December 2023 and the twelve months ended 31 December 2024. However, the Directors have determined the going concern period of assessment to be at least 12 months from the date of approval of these financial statements. These forecasts take into account the impact of Covid-19 to date, expectations in relation to occupancy, fee rates, resident mix, labour hours and costs (including agency), other costs and a full programme of capital expenditure and new developments. The Grove Board has also modelled several forecasts inclusive of downside sensitivities, one of which mirrors a possible further wave of Covid-19.

All forecasts, including the downside sensitivities indicate that the Grove Group will have sufficient cash resources for the forecast period through to December 2024. In addition to the forecast cash surplus, the Group has a £20 million revolving credit facility available from NatWest. This is forecast not to be required at any time throughout the forecast period, even in the downside sensitised cases. In addition, there are a number of areas of discretionary expenditure which could be reduced if necessary and sufficient assets on the balance sheet that could be used to raise additional debt if required.

Consequently, the Directors are confident that the Company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements and therefore have prepared the financial statements on a going concern basis.

Key sources of estimation uncertainty

At each reporting date fixed assets are reviewed to determine whether there is any indication that those assets have suffered an impairment loss. If there is an indication of possible impairment, the recoverable amount of any affected asset is estimated and compared with its carrying amount. The estimated recoverable amount of each asset is assumed to be its fair value less costs to sell, and is based on a third party valuation.

The Company makes an estimate of the recoverable value of amounts owed by debtors. When assessing impairment of debtors, management considers factors including the ageing profile of debtors and historical experience.

Revenue recognition

Turnover comprises the fair value of the consideration received or receivable for the sale of goods and provision of services in the ordinary course of the Company's activities. Turnover is shown net of sales/value added tax, returns, rebates and discounts.

The Company recognises revenue when:

- the amount of revenue can be reliably measured;
- it is probable that future economic benefits will flow to the entity; and
- specific criteria have been met for each of the Company's activities.

Notes to the Unaudited Financial Statements for the Year Ended 31 December 2021 (continued)

2 Accounting policies (continued)

Tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except that a change attributable to an item of income or expense recognised as other comprehensive income is also recognised directly in other comprehensive income.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the country where the company operates and generates taxable income

Deferred tax is recognised in respect of all timing differences between taxable profits and profits reported in the financial statements.

Unrelieved tax losses and other deferred tax assets are recognised when it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the reporting date and that are expected to apply to the reversal of the timing difference.

Tangible assets

Tangible assets are stated in the statement of financial position at cost, less any subsequent accumulated depreciation and subsequent accumulated impairment losses.

The cost of tangible assets includes directly attributable incremental costs incurred in their acquisition and installation.

Depreciation

Depreciation is charged so as to write off the cost of assets, other than land and properties under construction over their estimated useful lives, as follows:

Asset class

Long leasehold land and buildings Plant & Equipment Motor vehicles

Depreciation method and rate

straight line over the lease term straight line over 3-5 years straight line over 4 years

Stocks

Stocks are stated at the lower of cost and estimated selling price less costs to complete and sell. Cost is determined using the first-in, first-out (FIFO) method.

Leases

Leases in which substantially all the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to profit or loss on a straight-line basis over the period of the lease.

Share capital

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

Notes to the Unaudited Financial Statements for the Year Ended 31 December 2021 (continued)

2 Accounting policies (continued)

Defined contribution pension obligation

A defined contribution plan is a pension plan under which fixed contributions are paid into a pension fund and the Company has no legal or constructive obligation to pay further contributions even if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

Contributions to defined contribution plans are recognised as employee benefit expense when they are due. If contribution payments exceed the contribution due for service, the excess is recognised as a prepayment.

3 Revenue

Administration and support

Healthcare facilities

The analysis of the Company's revenue for the year from continuing operations is as follows:

	2021	2020
	£ 000	£ 000
Rendering of services	4,744	4,700
4 Operating profit		
Arrived at after charging		
	2021	2020
	£ 000	£ 000
Depreciation expense	98	121
Operating lease expense - property	1,164	1,140
5 Staff costs and numbers		
The aggregate payroll costs (including Directors' remuneration) v	vere as follows:	
	2021	2020
	£ 000	£ 000
Wages and salaries	1,756	1,816
Social security costs	122	116
Pension costs, defined contribution scheme	34	31
	1,912	1,963
The average number of persons employed by the company (incategory was as follows:	eluding directors) during the year,	analysed by
• •	2021	
	2021	2020

2

94

96

5

108

113

Notes to the Unaudited Financial Statements for the Year Ended 31 December 2021 (continued)

6 Directors' remuneration

The Directors' remuneration for the year was as follows:

	2021	2020
	£ 000	£ 000
Remuneration	15	-

The Directors were employed by another Company within the Grove Limited Group in both the current year and the prior year. The proportion of their remuneration attributable to their services to Elm Bank Healthcare Limited was not separately identifiable in the prior year.

7 Taxation

Tax charged/(credited) in the income statement

	2021 £ 000	2020 £ 000
Deferred taxation		
Arising from origination and reversal of timing differences	(1)	(8)
Arising from changes in tax rates and laws	(7)	(2)
Total deferred taxation	(8)	(10)

The tax on profit before tax for the year is lower than the standard rate of corporation tax in the UK (2020 - lower than the standard rate of corporation tax in the UK) of 19% (2020 - 19%).

The differences are reconciled below:

	2021 £ 000	2020 £ 000
Profit before tax	959	911
Corporation tax at standard rate	182	173
Effect of expense not deductible in determining taxable profit (tax loss)	-	1
UK deferred tax credit relating to changes in tax rates or laws	(7)	(2)
Tax decrease arising from group relief	(277)	(260)
Tax increase from transfer pricing adjustments	94	78
Total tax credit	(8)	(10)

An increase in the UK corporation tax rate from 19% to 25% (effective 1 April 2023) was substantively enacted on 24 May 2021. Deferred tax balances have been calculated at a rate of 25% as this is the rate at which the majority of the timing differences are expected to reverse.

Notes to the Unaudited Financial Statements for the Year Ended 31 December 2021 (continued)

7 Taxation (continued)

Deferred tax

Deferred tax assets and liabilities

2021	Asset £ 000
Fixed asset timing differences	31
2020	Asset £ 000
Fixed asset timing differences	23

8 Tangible assets

	Land and buildings £ 000	Furniture, fittings and equipment £ 000	Total £ 000
Cost or valuation			
At 1 January 2021	95	822	917
Additions		49	49
At 31 December 2021	95	871	966
Depreciation			
At 1 January 2021	45	545	590
Charge for the year	2	96	98
At 31 December 2021	47	641	688
Carrying amount			
At 31 December 2021	48	230	278
At 31 December 2020	50	277	327

Notes to the Unaudited Financial Statements for the Year Ended 31 December 2021 (continued)

8 Tangible assets (continued)

Included within the net book value of land and buildings above is £48,000 (2020 - £50,000) in respect of long leasehold land and buildings.

9 Stocks

Consumables		2021 £ 000 7	2020 £ 000 7
10 Debtors			
	Note	2021 £ 000	2020 £ 000
Trade debtors		301	225
Amounts owed by related parties		9,798	7,122
Other debtors		-	9
Prepayments		287	284
Deferred tax assets	7	31	23
		10,417	7,663

Amounts due from related parties stated above are legally due on demand and are thus recoverable within one year. It is not expected that a demand for these amounts will be made within the next year.

11 Creditors

	Note	2021 £ 000	2020 £ 000
Due within one year			
Trade creditors		3	40
Amounts due to related parties		3,657	1,994
Social security and other taxes		21	27
Outstanding defined contribution pension costs		5	6
Other creditors		151	125
Accruals		1,070	977
		4,907	3,169

Amounts due to related parties stated above are legally due on demand and are thus due within one year. It is not expected that a demand for these amounts will be made within the next year.

Notes to the Unaudited Financial Statements for the Year Ended 31 December 2021 (continued)

12 Pension and other schemes

Defined contribution pension scheme

The company operates a defined contribution pension scheme. The pension cost charge for the year represents contributions payable by the company to the scheme and amounted to £34,000 (2020 - £31,000).

Contributions totalling £5,000 (2020 - £6,000) were payable to the scheme at the end of the year and are included in creditors.

13 Share capital

Allotted, called up and fully paid shares

Anoticu, cancu up and runy paid snares	2021		2020	
	No.	£	No.	£
Ordinary shares of £1 each	1	1	1	1
14 Obligations under leases and hire pur	chase contracts			
Operating leases The total of future minimum lease payment	s is as follows:			
			2021 £ 000	2020 £ 000
Not later than one year			1,241	1,194
Later than one year and not later than five y	ears		5,218	5,018
Later than five years		_	33,298	33,975
			39,757	40,187

The amount of non-cancellable operating lease payments recognised as an expense during the year was £1,164,000 (2020 - £1,140,000).

15 Parent and ultimate parent undertaking

The Company's immediate parent is Optimum Debtco Limited, incorporated in England and Wales.

The ultimate parent is Grove Limited, incorporated in Jersey.

The most senior parent entity producing publicly available financial statements is Grove Limited. These financial statements are available upon request from www.jerseyfsc.org

Notes to the Unaudited Financial Statements for the Year Ended 31 December 2021 (continued)

15 Parent and ultimate parent undertaking (continued)

The parent of the largest group in which these financial statements are consolidated is Grove Limited, incorporated in Jersey.

The address of Grove Limited is: 13 Castle Street St Helier Jersey JE1 1ES

The parent of the smallest group in which these financial statements are consolidated is Barchester Finco 2019 Limited, incorporated in the United Kingdom.

The address of Barchester Finco 2019 Limited is: 3rd Floor
The Aspect
12 Finsbury Square
London
EC2A IAS