Company Registration No. NI054742

COMPANIES HOUSE
2 3 JUN 2023
EDINBURGH MAILBOX

Bangor and Nendrum Schools Services Limited

Directors' Report and Financial Statements

Year ended 31 December 2022

FRIDAY
SC69DPRG
SCT 23/06/2023 #22
COMPANIES HOUSE

Directors' Report and Financial Statements 2022

Contents

Officers and professional advisers

Directors:	J Gordon L McKenna (resigned 24th May 2023) K Cunningham (appointed 24th May 2023) D W Davies S Brooks
Auditor:	Johnston Carmichael LLP Bishop's Court 29 Albyn Place Aberdeen AB10 1YL
Bankers:	HSBC City of London Branch 60 Queen Victoria Street London EC4N 4TR
Registered Office:	c/o Cleaver Fulton Rankin 50 Bedford Street Belfast BT2 7FW
Solicitors:	Pinsent Masons Belfast LLP The Soloist Building 1 Lanyon Place Belfast BT1 3LP

Directors' Report

The directors present their report with the audited financial statements for the year ended 31 December 2022.

Principal activity

The Company's principal activity is the design, construction, financing, operation and maintenance of two secondary schools under a Government Private Finance Initiative (PFI) program for the benefit of the Education Authority in Northern Ireland.

The construction of both schools was completed in 2008 and Nendrum College was handed over on 29 February 2008 and Bangor Academy and Sixth Form College was handed over on 30 April 2008. The contract is now in the 30 year service delivery period which lasts until 2038.

Results and dividends

The Statement of Comprehensive Income is set out on page 9. Dividends during the year amounted to £265,525 (2021: £242,609).

Directors

The directors who served during the year and through to the date of the report were as follows:

J Gordon
L McKenna (resigned 24th May 2023)
K Cunningham (appointed 24th May 2023)
D W Davies
S Brooks

Each of the persons who is a director at the date of approval of this report confirms that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditor is unaware; and

- the director has taken all the steps that he/she ought to have taken as a director in order to make himself /herself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of section 418 of the Companies Act 2006.

Directors' Report (continued)

Auditor

The Board recommend that Johnston Carmichael LLP continues in office as auditor to the Company.

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

Approved by the Board and signed on its behalf by:

S Brooks
Director
Date : 21 / 06 / 2023

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 year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including FRS 102 The Financial Reporting Standard applicable in the UK and 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 the profit or loss of the Company 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;

- 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 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 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.

Independent auditor's report to the members of Bangor and Nendrum Schools Services Limited

Opinion

We have audited the financial statements of Bangor and Nendrum Schools Services Limited ('the company') for the year ended 31 December 2022, which comprise the Statement of Comprehensive Income, Statement of Financial Position, Statement of Changes in Equity, and notes to the financial statements, including 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 2022 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.

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 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 a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the Directors with respect to going concern are described in the relevant sections of this report.

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 contained within the Annual Report. 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. 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 course of 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 this gives rise to a material misstatement in the financial statements themselves. 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.

Independent auditor's report to the members of Bangor and Nendrum Schools Services Limited (continued)

Opinion on other matter prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of our 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 have been prepared in accordance with applicable legal requirements.

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 where 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 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 4, 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.

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

Independent auditor's report to the members of Bangor and Nendrum Schools Services Limited (continued)

Extent to which an audit is considered 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 material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below:

We assessed whether the engagement team collectively had the appropriate competence and capabilities to identify or recognise non-compliance with laws and regulations by considering their experience, past performance and support available.

All engagement team members were briefed on relevant identified laws and regulations and potential fraud risks at the planning stage of the audit. Engagement team members were reminded to remain alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

We obtained an understanding of the legal and regulatory frameworks that are applicable to the company, focusing on provisions of those laws and regulations that had a direct effect on the determination of material amounts and disclosures in the financial statements. The most relevant frameworks we identified include:

- Companies Act 2006
- UK Corporation taxes legislation; and
- UK Generally Accepted Accounting Practice.

We gained an understanding of how the company is complying with these laws and regulations by making enquiries of management and those charged with governance. We corroborated these enquiries by review of submitted returns and board meeting minutes.

We assessed the susceptibility of the financial statements to material misstatement, including how fraud might occur, by meeting with management and those charged with governance to understand where it was considered there was susceptibility to fraud. This evaluation also considered how management and those charged with governance were remunerated and whether this provided an incentive for fraudulent activity. We considered the overall control environment and how management and those charged with governance oversee the implementation and operation of controls. We identified a heightened fraud risk in relation to:

- Management override of controls
- Revenue recognition

In addition to the above, the following procedures were performed to provide reasonable assurance that the financial statements were free of material fraud or error:

- Reviewing minutes of meetings of those charged with governance for reference to: breaches of laws and regulation or for any indication of any potential litigation and claims; and events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud;

- Reviewing the level of and reasoning behind the company's procurement of legal and professional services;

Independent auditor's report to the members of Bangor and Nendrum Schools Services Limited (continued)

Extent to which an audit is considered capable of detecting irregularities, including fraud (continued)

- Performing audit work procedures over the risk of management override of controls, including testing of journal entries and other adjustments for appropriateness, evaluating the business rationale of significant transactions outside the normal course of business and reviewing judgements made by management in their calculation of accounting estimates for potential management bias;
- Completion of appropriate checklists and use of our experience to assess the Company's compliance with the Companies Act 2006; and
- Agreement of the financial statement disclosures to supporting documentation.

Our audit procedures were designed to respond to the risk of material misstatements in the financial statements, 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 intentional concealment, forgery, collusion, omission or misrepresentation. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we would become aware of it.

Use of our report

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.

Johnston Carmichael LLP

22 / 06 / 2023

Jenny Junnier (Senior Statutory Auditor)
for and on behalf of Johnston Carmichael LLP
Statutory Auditor
Edinburgh, United Kingdom

Bangor and Nendrum Schools Services Limited
Statement of Comprehensive Income
for the year ended 31 December 2022

	Notes	Year ended 31 December 2022 £	Year ended 31 December 2021 £
Turnover		2,003,743	2,461,992
Cost of sales		(1,375,967)	(1,787,472)
Gross profit		627,776	674,520
Administrative expenses		(328,988)	(315,860)
Operating profit		298,788	358,660
Finance income / investment income	3	1,679,238	1,717,437
Finance costs	4	(1,648,423)	(1,732,551)
Profit before taxation	5	329,603	343,546
Tax on profit	6	(63,275)	(65,924)
Profit for the financial year		266,328	277,622
Other comprehensive income			
Fair value gains on interest rate swaps	14	6,238,623	3,116,447
Deferred tax arising on fair value gains	11	(1,559,656)	(128,915)
Total comprehensive income for the year		4,945,295	3,265,154

All amounts relate to continuing operations.

The accompanying notes form part of these financial statements.

Company Registration no. NI054742

Bangor and Nendrum Schools Services Limited
Statement of Financial Position
31 December 2022

	Notes	2022 £	2021 £
Current assets			
Debtors: due within one year	8	1,347,676	1,315,642
Debtors: due after more than one year	8	23,439,221	26,485,707
Cash at bank		1,696,677	1,901,255
		26,483,574	29,702,604
Creditors: amounts falling due within one year	9	(2,024,772)	(2,888,460)
Net current assets		24,458,802	26,814,144
Creditors: amounts falling due after more than one year	10	(25,338,522)	(32,373,634)
Net liabilities		(879,720)	(5,559,490)
Equity			
Called up share capital	12	154,642	154,642
Profit and loss account	12	76,797	75,994
Cash flow hedge reserve	12	(1,111,159)	(5,790,126)
Shareholders' deficit		(879,720)	(5,559,490)

These financial statements have been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

The financial statements were approved and authorised for issue by the Board of Directors and were signed on its behalf by:

S Brooks
Director

Date: 21 / 06 / 2023

Bangor and Nendrum Schools Services Limited
Statement of Changes in Equity
31 December 2022

	Notes	Share capital £	Profit and loss account £	Cash flow hedge reserve £	Total £
Balance as at 1 January 2021		154,642	40,981	(8,777,658)	(8,582,035)
Profit for the year		-	277,622	-	277,622
OTHER COMPREHENSIVE INCOME:					
Change in fair value of interest swap contracts		-	-	3,116,447	3,116,447
Deferred taxation arising on interest rate swap		-	-	(128,915)	(128,915)
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		-	277,622	2,987,532	3,265,154
Transactions with owners in their capacity as owners:					
Dividends paid		-	(242,609)	-	(242,609)
TOTAL TRANSACTIONS WITH OWNERS IN THEIR CAPACITY AS OWNERS		-	(242,609)	-	(242,609)
Balance as at 31 December 2021		154,642	75,994	(5,790,126)	(5,559,490)
Profit for the year		-	266,328	-	266,328
OTHER COMPREHENSIVE INCOME:					
Change in fair value of interest swap contracts	14	-	-	6,238,623	6,238,623
Deferred taxation arising on interest rate swap	11	-	-	(1,559,656)	(1,559,656)
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		-	266,328	4,678,967	4,945,295
Transactions with owners in their capacity as owners:					
Dividends paid	7	-	(265,525)	-	(265,525)
TOTAL TRANSACTIONS WITH OWNERS IN THEIR CAPACITY AS OWNERS		-	(265,525)	-	(265,525)
Balance as at 31 December 2022		154,642	76,797	(1,111,159)	(879,720)

Notes to the financial statements
for the year ended 31 December 2022

1. Accounting policies

A summary of the principal accounting policies, which have been applied consistently throughout the current and preceding year, is set out below.

General information

Bangor and Nendrum Schools Services Limited ("the company") is a private company limited by shares domiciled and incorporated in Northern Ireland. The address of its registered office and principal place of business is 50 Bedford Street, Belfast, BT2 7FW. The company's principal activity and nature of its operations can be found in the Directors' report on page 2.

Basis of preparation

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006, including the historical cost convention, modified to include certain derivative financial instruments at fair value.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

Going concern

The Company's business activities are detailed in the Directors' Report. The Directors have reviewed the budget for the foreseeable future, and have considered the projected cash flows based on the contractual receipts and payments of cash. They project that the loan covenant terms will be met until the loan is repaid in full. The effect of the cash flow hedge reserve on the company's equity is recognised by the Directors and the Shareholder's Deficit of £879,720 (2021: £5,559,490) at the year end. Having considered the risks and uncertainties of the business, their projections for the future performance of the Company, and the current uncertain economic environment, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

Turnover and long term contracts

The project agreement with the Education Authority in Northern Ireland provides for the charging of a unitary fee from the date the schools are made available until the end of the service delivery agreement. The unitary fee is fixed subject to performance and inflation indexation.

During the construction phase, construction costs incurred are recorded as cost of sales. Turnover is also recognised in relation to the construction work performed. The turnover recognised is included within the financial asset' described below. If construction costs are forecast to exceed amounts which can be subsequently recovered, a loss is recognised as soon as this is foreseen.

Notes to the financial statements (continued)
for the year ended 31 December 2022

1. Accounting policies (continued)

Turnover and long term contracts (continued)

Amounts recoverable on long-term contracts, which are included in debtors, represent future amounts due over the life of the service delivery contract for the fair value of the construction work on the schools. This financial asset comprises the construction turnover recognised up to the reporting date, other directly attributable costs, interest on loan facilities used to finance the construction less amounts collected to date.

Interest is recorded on the financial asset at a constant rate based on the carrying amount.

Turnover in relation to both construction and services provided is recorded net of VAT and arises entirely in the UK.

Turnover recognition

Turnover represents the service share of the management services income received by the Company for the provision of a PFI (Private Finance Initiative) asset to the customer. This income is received over the life of the concession period. Management service income is allocated between turnover, finance debtor and reimbursement of finance debtor over the life of the contract.

Reduced disclosures

In accordance with FRS 102, the Company has taken advantage of the exemptions from the following disclosure requirements;

- Section 4 'Statement of Financial Position' - Reconciliation of the opening and closing number of shares
- Section 7 ' Statement of Cash Flows' - Presentation of a Statement of Cash Flow and related notes and disclosures
- Section 11 'Basic Financial Instruments' & Section 12 'Other Financial Instrument Issues' - Carrying amounts, interest income/expense and net gains/losses for each category of financial instrument; basis of determining fair values; details of collateral, loan defaults or breaches, details of hedges, hedging fair value changes recognised in profit and loss and in other comprehensive income.

The company is entitled to small companies exemption, by virtue of S414B of the Companies Act 2006, in relation to preparing a strategic report.

The financial statements of the Company are consolidated in the financial statements of Bangor and Nendrum Schools Services Holdings Limited. The consolidated financial statements of Bangor and Nendrum Schools Services Holdings Limited are available from its registered office, 50 Bedford Street, Belfast, BT2 7FW.

Capital instruments

Share capital is included in shareholder's funds. Debt instruments, which contain an obligation to repay, are classified as liabilities. These liabilities are recognised at amortised cost net of any transaction costs. Interest is calculated using the effective interest rate method. Finance costs calculated in accordance with this policy are recognised in the Statement of Comprehensive Income.

Notes to the financial statements (continued)
for the year ended 31 December 2022

Financial instruments

The Company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102, in full, to all of its financial instruments.

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractural provisions of the instrument, and are offset only when the Company currently has a legally enforceable right to set off the recognised amounts and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Financial liabilities and equity

Financial instruments are classified as liabilities and equity instruments according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities.

Equity instruments

Financial instruments classified as equity instruments are recorded at the fair value of the cash or other resources received or receivable, net of direct costs of issuing the equity instruments.

Trade creditors and other payables

Trade creditors and others payable within one year that do not constitute a financing transaction are initially measured at the transaction price and subsequently measured at amortised cost, being the transaction price less any amounts settled.

Where the arrangement with a trade creditor constitutes a financing transaction, the creditor is initially and subsequently measured at the present value of future payments discounted at a market rate of interest for a similar instrument.

Trade debtors

Trade Debtors which are receivable within one year and which do not constitute a financing transaction are initially measured at the transaction price. Trade debtors are subsequently measured at amortised cost, being the transaction price less any amounts settled and any impairment losses.

Where the arrangement with a trade debtor constitutes a financing transaction, the debtor is initially and subsequently measured at the present value of future payments discounted at a market rate of interest for a similar debt instrument.

Dividends

Dividends to the Company's ordinary shareholders are recognised in the financial statements when the amount has been agreed by the Board of Directors and the Company's senior debt provider.

Derivatives

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured to fair value, at each reporting date. Fair value gains and losses are recognised in the Statement of Comprehensive Income unless hedge accounting is applied and the hedge is a cash flow hedge.

To qualify for hedge accounting, the Company documents the hedged item, the hedging instrument and the hedging relationship between them, and the causes of hedge ineffectiveness (such as different maturities, nominal amounts or variable rates, and counterparty credit risk).

Notes to the financial statements (continued)
for the year ended 31 December 2022

Derivatives (continued)

The Company elects to adopt hedge accounting for interest rate swaps where:

- the interest rate swap is a qualifying hedging instrument with an external party that hedges interest rate risk on a loan, part of the nominal amount of a loan, or a group of loans managed together that share the same risk and that qualify as a hedged item;

- the hedging relationship between the interest rate swap and the interest rate risk on the loan is consistent with the risk management objectives for undertaking hedges (i.e. to manage the risk that fixed interest rates become unfavourable in comparison to current market rates or the variability in cash flows arising from variable interest rates); and

- the change in the fair value of the interest rate swap is expected to move inversely to the change in the fair value of the interest rate risk on the loan.

Cash and cash equivalents

Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short term highly liquid investments with original maturities of three months or less and bank overdrafts.

The Company is obligated to keep separate cash reserves in respect of requirements in the Company's funding arrangements. This restricted cash balance, which is shown on the statement of financial position as within cash and cash equivalents amounts to £1,055,000 at the year end (31 December 2021: £1,401,000).

Included in this balance is an amount for deferred lifecycle costs of £810,000 at year-end (2021: £1,173,000). The potential future liability to the subcontractor is recognised within the financial model, which includes all of the forecast revenues and costs for the project, but it is not currently accrued in the accounts. Deferred lifecycle costs will be recognised in the accounts in the period when the works are completed or in the event that surpluses become payable to the contractor under terms of the contract.

Cash flow hedge - hedge of variable interest rate risk

Where an interest rate swap that converts variable rate debt into fixed rate debt qualifies for hedge accounting, it is accounted for as a cash flow hedge. The cumulative change in the fair value of the interest rate swap is recognised in Other Comprehensive Income up to the amount of the cumulative fair value movement on the variable rate debt that is attributable to the variable interest rate risk. Any excess fair value gains or losses on the interest rate swap not recognised in Other Comprehensive Income are recognised in the Statement of Comprehensive Income. The gains and losses recognised in Other Comprehensive Income are recorded as a separate component of equity (the cash flow hedge reserve).

Net cash settlements on the interest rate swap are recognised in the Statement of Comprehensive Income in the period(s) when the net cash settlements accrue. The cash flow hedge reserve is reclassified to the Statement of Comprehensive Income when the variable rate interest is recognised in the Statement of Comprehensive Income.

Hedge accounting is discontinued when a floating to fixed interest rate swap expires, is sold, terminated or exercised, or when the conditions for hedge accounting are no longer met or the Company documents its election to discontinue hedge accounting. Any fair value gains or losses accumulated in the cash flow hedge reserve are reclassified to the Statement of Comprehensive Income, either when the variable interest rate expense is recognised in the Statement of Comprehensive Income, or immediately on discontinuation of hedge accounting if future variable interest rate cash flows are no longer expected to occur.

Notes to the financial statements (continued)
for the year ended 31 December 2022

Borrowings

Borrowings are initially recognised at the transaction price, including transaction costs, and subsequently measured at amortised cost using the effective interest method. Interest expense is recognised on the basis of the effective interest method and is included in interest payable and other similar charges.

Taxation

(i) Current tax

The charge for current taxation for the year is based on the result for the year, adjusted for disallowable items.

(ii) Deferred tax

Full provision has been made for deferred taxation in respect of timing differences that have originated, but not reversed, at the statement of financial position date where an event has occurred that results in an obligation to pay more or less tax in the future by the statement of financial position date except that:

- Deferred tax assets are recognised only to the extent that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured on a non-discounted basis at the tax rates that are expected to apply in the periods in which the timing differences reverse, based on tax rates and laws enacted or substantively enacted at the statement of financial position date.

2. Critical accounting estimates and areas of judgement

Certain critical accounting judgements in applying the Company's accounting policies are described below:

- Accounting for the service concession contract and finance debtors requires of estimation of service margins, finance debtors interest rates and associated amortisation profile which is based on forecasted results of the PFI contract.

- The Company has entered into an interest rate swap agreement under the bank loan which expires in May 2037. The fair value of the interest rate swap is calculated by discounting the future cash flows of both the fixed rate and variable rate interest payments, and provided from broker quotes.

- Following the discontinuation of LIBOR after 31 December 2021, the Company entered into amended agreements with its swap and bank loan providers. These agreements reflect the on-going use of SONIA instead of LIBOR.

- The directors have considered the interest rates applied to the subordinated loan stock and consider these to be at a market rate of interest.

3. Finance income / investment income

	2022 £	2021 £
Interest on finance debtor	1,659,235	1,717,272
Interest received on cash at bank	20,003	165
	1,679,238	1,717,437

Notes to the financial statements (continued)

for the year ended 31 December 2022

4. Finance costs

	2022 £	2021 £
Bank interest payable	1,363,799	1,433,294
Other interest payable	266,890	280,705
Amortisation of debt issue costs	17,734	18,552
	1,648,423	1,732,551

5. Operating profit

Employee costs

The Company had no employees in the year other than the Directors (2021: nil).

The Directors did not receive any remuneration from the Company during the year (2021: £nil). Fees of £12,939 (2021: £12,128) were charged by the shareholders for services provided by the Directors during the year.

Qualifying third party indemnity provisions

The company indemnifies the directors in its Articles of Association to the extent allowed under section 232 of the Companies Act 2006. Furthermore Schools Capital Limited and Dalmore Capital (Para 1) Limited maintain liability insurance for its directors and officers and those of its directors and officers of its associated companies.

The company has not made a qualifying third-party indemnity provision for the benefits of its directors during the year.

Auditor's remuneration

Auditor's remuneration for the audit was £12,926 payable to Johnston Carmichael LLP (2021: £8,370).

Auditor's remuneration for tax services was £2,750, payable to Johnston Carmichael LLP (2021: £2,510).

6. Taxation

(a) Analysis of charge in the year

	2022 £	2021 £
Current tax		
UK corporation tax on profits in the year	63,275	65,924
Total current tax	63,275	65,924
Deferred tax		
Origination and reversal of timing differences	-	-
Tax charge for the year	63,275	65,924

Notes to the financial statements (continued)

for the year ended 31 December 2022

6. Taxation on profit (continued)

(b) Factors affecting tax charges for the year

The tax assessed for the year differs to the standard rate of tax applicable to companies in Northern Ireland of 19.00% (2021: 19.00%). The differences are explained below:

	2022 £	2021 £
Profit before tax	329,603	343,546
Profit multiplied by the standard rate of corporation tax in Northern Ireland of 19.00% (2021: 19.00%)	62,625	65,274
Other adjustments affecting tax	650	650
Tax charge for the year	63,275	65,924

There is a deferred tax asset relating to the interest rate derivative which will unwind over the term of the hedging arrangement. All movements in the deferred tax have been recognised in other comprehensive income.

Future changes in tax rates

A change to the future UK corporation tax rate was announced in the March 2021 budget. The rate will increase to 25% with effect from 1 April 2023. This rate has been used to calculate the deferred tax asset.

7. Dividends

The Directors and senior debt providers approved dividends of £265,525 (2021: £242,609) during the year.

8. Debtors

	2022 £	2021 £
Amounts recoverable on long-term contracts: due within one year	1,316,837	1,289,359
Prepayments and accrued income	30,839	26,283
Debtors due within one year	1,347,676	1,315,642
Amounts recoverable on long-term contracts: due after more than one year	23,068,836	24,555,666
Deferred tax	370,385	1,930,041
Debtors due after one year	23,439,221	26,485,707
Total debtors	24,786,897	27,801,349

Notes to the financial statements (continued)

for the year ended 31 December 2022

9. Creditors: amounts falling due within one year

	2022 £	2021 £
Bank loans (note 10)	1,445,806	1,361,669
Other loans (note 10)	77,356	88,547
Corporation tax	15,326	17,745
Other taxation and social security	175,884	146,708
Accruals and deferred income	218,199	280,918
Trade creditors	-	24,127
Fair value of derivative contract (see note 14)	92,201	968,746
	2,024,772	2,888,460

10. Creditors: amounts falling due after more than one year

	2022 £	2021 £
Other loans	1,954,717	2,188,456
Bank loans	21,994,462	23,433,757
Fair value of derivative contract (see note 14)	1,389,343	6,751,421
	25,338,522	32,373,634

In accordance with FRS102, issue costs of £145,851 (2021: £163,585) have been set off against the total loan drawdowns. The amount set off against loans falling due within one year is £16,810 (2021: £18,621) and after more than one year is £129,041 (2021: £144,964).

Maturity of debt

	2022 £	2021 £
The loans (stated net of unamortised issue costs) are repayable as follows:		
Due one year or less (note 9)	1,523,162	1,450,216
Due between one and two years	1,616,776	1,525,130
Due between two and five years	4,349,109	4,666,367
Due in more than five years	17,983,294	19,430,716
	25,472,341	27,072,429

Notes to the financial statements (continued)
for the year ended 31 December 2022

10. Creditors: amounts falling due after more than one year (continued)

Bank loans

The bank loans comprise senior debt. The senior debt consists of a loan that is repayable by May 2037 with principal repayments on the loan which commenced in December 2008.

The amount of the senior debt loan drawdown as at 31 December 2022 is £23,495,743 (2021: £24,871,532), with £1,459,108 (2021: £1,375,789) falling due within one year and £22,036,635 (2021: £23,495,743) after more than one year. The interest rate on the loan is fixed at 5.52% per annum until September 2017, 5.57% from October 2017 to September 2027 and 5.67% from October 2027 until September 2037. These interest rates are fixed through the use of a swap.

The bank loan is secured by floating charges over all the assets, rights and undertakings of the Company.

Loan issue costs

Cost associated with the issue of loans are capitalised and netted off against the loan amount in the balance sheet. The finance cost of debt is allocated to periods over the term of the debt at a constant rate on the carrying amount.

Other loans

Other loans comprise Subordinated Secured Loan Notes 2037 (the "loan notes").

The loan notes carry a coupon of 12.0% and interest is paid quarterly in arrears on 31 March, 30 June, 30 September and 31 December each calendar year.

Providing certain defaults are not made by the Company, the loan notes are due for repayment on the termination of the service delivery contract. As such the loan notes have been classified in debt due in more than five years. Part or all of the loan notes can be redeemed earlier at the option of the Company.

The terms of the loan notes state that payments of interest and repayments of the loan principal are only to made if sufficient funds are available to avoid a breach of covenants in the Company's banking facilities and whilst the Company is not in the process of a liquidation or other such winding-up proceedings. No such covenant breaches have occurred during the current or prior year.

The loan notes are secured by floating charges over all the assets, rights and undertakings of the Company.

Notes to the financial statements (continued)
for the year ended 31 December 2022

11. Deferred taxation

The deferred tax included in the Balance sheet is as follows :

	2022 £	2021 £
Included in debtors (note 8)	370,385	1,930,041

The movement in the deferred tax account during the year was:

	2022 £	2021 £
Balance brought forward	1,930,041	2,058,956
Profit and loss movement relating to current year	(1,559,656)	(779,112)
Profit and loss movement relating to prior years	-	650,197
Balance carried forward	370,385	1,930,041

12. Share capital and reserves

Allotted, called up and fully paid	2022 £	2021 £
154,642 ordinary shares of £1 each	154,642	154,642

Ordinary share rights

The Company's ordinary shares, which carry no right to fixed income, each carry the right to one vote at general meetings of the Company.

Reserves of the company represent the following:

Statement of comprehensive income

Cumulative profit and loss net of distribution to owners.

Cash flow hedge reserve

Gains and losses arising on fixed to floating interest rate swaps which have been designated as hedges for hedge accounting purposes including the associated deferred tax.

13. Controlling party

The Company has no ultimate controlling party. The immediate parent company is Bangor and Nendrum Schools Services Holdings Limited, registered in Northern Ireland at 50 Bedford Street, Belfast, BT2 7FW.

Notes to the financial statements (continued)
for the year ended 31 December 2022

14. Financial instruments

Interest rate swaps

The fair values of the Company's derivatives are as follows:

	Principal		Fair value	
	2022	2021	2022	2021
	£	£	£	£
Interest rate swap contracts	23,495,741	24,871,530	(1,481,544)	(7,720,167)

The Company uses derivatives to manage the exposure to interest rate movements on its senior debt. The fair values are based on market values of equivalent instruments at the balance sheet date.

The interest rate swap contracts have fixed interest receipts at an average rate of 4.8% over the life of the swap contracts, which terminate on 30 June 2037, and have floating interest payments at SONIA.

The fair value of interest rate swaps are determined using the forward curve for 3 Month GBP SONIA.

All interest rate swaps meet the conditions for hedge accounting, as set out in the accounting policies on page 15.

15. Related party transactions

At 31 December 2022 an amount of £1,063,857 (2021: £1,156,895) was owed to Schools Capital Limited (which owned 40% of the Company's parent company) and £1,063,857 (2021: £1,156,895) was owed to Dalmore Capital (Para 1) Limited (which owns 60% of the Company's parent company). Both of the above relate to amounts of the Company's loan notes held and interest payable.

During the year the company incurred interest on the loan notes held by Schools Capital Limited and Dalmore Capital (Para 1) Limited totalling £266,890 (2021: £280,705).