Appendix 1

Audit findings report

for the year ended 31 March 2018 for

Cobtree Manor Estate

Prepared by: Allan Hickie, Audit Partner

Date of issue: 4 January 2019

1. Introduction

1. Introduction

This report has been prepared for Maidstone Borough Council, which acts as the corporate trustee of Cobtree Manor Estate ("Cobtree"), to bring attention to those charged with governance various matters arising from the audit of the charity for the year ended 31 March 2018.

Our audit procedures, which have been designed to enable us to express an opinion on the financial statements, have included an examination of the transactions and controls thereon of the charity.

The work we have done was not primarily directed towards identifying weaknesses in the charity's accounting systems, other than those that would affect our audit opinion, nor to the detection of fraud. We have, however, designed our audit procedures in such a way that we felt would increase our chance of detecting any fraud.

We have included in this report only those matters that have come to our attention as a result of our normal audit procedures and, consequently, our comments should not be regarded as a comprehensive record of all weaknesses that may exist or improvements that could be made.

This report is to be regarded as confidential to the corporate trustee and is intended only for use by them, and their finance staff. No responsibility is accepted to any other person in respect of the whole or part of its contents. Before this report, or any part of it, is disclosed to a third party our written consent must be obtained.

The report is designed to include useful recommendations that may help improve performance and avoid weaknesses that could result in material loss to the charity or misstatement of the financial statements and other financial data.

Roles and Responsibilities

The corporate trustee is responsible for the preparation of the financial statements and for making available to us all of the information and explanations we consider necessary. Therefore, it is essential that the corporate trustee confirms that our understanding of all of the matters referred to in this report are appropriate, having regard to their knowledge of the particular circumstances.

2. Overview

Audit Status and overall opinion

We set out below the current status of the audit and our timetable to completion.

We have substantially completed our work, and intend to issue an unmodified audit opinion, subject to the corporate trustee approving the financial statements and any other minor outstanding items listed below being received and/or completed.

The follow matters are outstanding at the date of this report:

- Final review and approval by you of the final financial statements;
- Agreement of the final financial statements, including the Trustees' Annual Report, to the latest draft;
- Post balance sheet events review to the date of signing the financial statements, including review of latest minutes and management accounts;
- Receipt of signed letter of audit representations.

2. Overview

Independence and ethical standards

We have not identified any potential threats to our independence as auditors. Please see Section 3 for further details.

Audit scope and objectives

We set out the scope and objectives of our audit. See Section 4.

Overall audit strategy

We set out our overall audit approach. See Section 5.

Key audit and accounting issues

We have obtained sufficient, appropriate audit evidence for the significant issues and risks identified during our audit.

During our audit we found no instances of fraud.

Recommendations

We are required to report to you on the significant deficiencies we found in internal controls during the course of our audit, along with any other deficiencies identified.

2. Overview

Misstatements and adjustments to the accounts

It is considered good practice to inform you of any material misstatements within the financial statements presented for audit that have been discovered during the audit. A material misstatement is one where the auditors believe that the misstatement is such as to affect the reader's understanding of the accounts. Materiality is considered in relation to the value of the misstatement and also its context and nature.

The adjustments agreed with you during the course of our audit are shown in Appendix I.

It is generally not practicable to make accounts completely accurate because judgements need to be made and it is difficult to obtain 100% of information about all transactions. Our role is to ensure that deviations from complete accuracy are not material to the reader of the accounts. Any unadjusted audit differences are included in Appendix II.

Going concern

The corporate trustee needs to give consideration to the level of reserves maintained, and consider going concern for the period up to at least 31 January 2019, being an estimate of 12 months from the anticipated date of approval of the accounts, and ensure they agree with the assessment. The corporate trustee has confirmed that the financial statements should be prepared on a going concern basis on the grounds that current and future sources of funding or support will be more than adequate for the charity's needs. Our review supports the going concern status of the charity.

Thanks

We would like to take this opportunity to thank Maidstone Borough Council for the assistance afforded to us during the course of the audit.

3. Independence

Under current UK Ethical Standards we are required as auditors to confirm our independence to “those charged with governance” i.e. the corporate trustee.

Our internal procedures are designed to ensure that all partners and professional staff are aware of relationships that may be considered to bear on our objectivity and independence as auditors.

The procedures require that audit engagement partners are made aware of any matters which may reasonably be thought to bear on the firm’s independence and the objectivity of the audit engagement partner and the audit staff. This document considers such matters in the context of our audit for the year ended 31 March 2018.

In addition to performing the statutory audit, we also provide the following non-audit services:

Service	Possible threat	Safeguards
Preparation of the statutory financial statements from your underlying records and trial balance	Self-review	The process is largely a mechanical one, taking your financial results and putting them into statutory accounts which comply with the relevant legislation and financial reporting standards. All adjustments identified will be discussed with finance staff at Maidstone Borough Council (the corporate trustee), who are qualified accountants, and will be agree with them.

4. Audit scope and objectives

Our statutory audit of the financial statements is carried out in accordance with International Standards on Auditing (UK) of the statutory financial statements, with the aim of forming an opinion whether:

- The financial statements give a true and fair view of the state of the charity's affairs as at 31 March 2018 and of the result for the year then ended.
- The financial statements have been properly prepared in accordance with UK GAAP.
- The financial statements have been prepared in accordance with the requirements of the Charity SORP.
- The information given in the Trustees' Report for the financial year is consistent with the financial statements.
- The charity company has kept adequate accounting records.
- The financial statements are in agreement with the accounting records and returns.
- Other information contained in the annual report is not consistent with the audited financial statements.
- Certain disclosures of trustees' remuneration specified by law are not made.
- We have not received all the information and explanations we require for our audit.

5. Overall audit strategy

Risk-based audit

We performed a risk-based audit, focussing our work on key audit areas. We began by developing an understanding of the charity's activities and the specific risks it faces. We held an initial planning meeting with key management and finance staff to ascertain management's own view of potential audit risk, and to gain an understanding of the activities. We have also developed an in depth understanding of the accounting systems and controls so that we may ensure their adequacy as a basis for the preparation of the financial statements, and that proper accounting records have been maintained.

Our audit procedures were carried out, and then we ensured the presentation and disclosure in the accounts meet all the necessary requirements.

Significant risks

As part of our audit procedures we are required to consider the significant risks that require special audit attention.

Auditing Standards require us to consider:

- Whether there is a risk of fraud;
- Whether the risk is related to recent significant economic, accounting or other developments and, therefore, requires specific attention;
- The complexity of transactions;
- Whether the risk involves significant transactions with related parties;
- The degree of subjectivity in the measurement of financial information related to the risk, especially those measurements involving a wide range of measurement uncertainty; and
- Whether the risk involves significant transactions that are outside the normal course of business for the entity, or that otherwise appear to be unusual.

5. Overall audit strategy

The identified significant audit risks were communicated to you in our audit planning report issued before our main fieldwork began. We now note the work performed and conclusions drawn on the following pages:

Significant risk	Explanation of the risk	Audit work performed	Conclusion
Revenue recognition (mandatory risk)	The auditor's responsibility is to conduct the audit on the basis that there is an assumption that revenue recognition is a fraud risk. Work is therefore required to ensure that all income is recognised appropriately and in line with the charity's accounting policies and the charity SORP. We are also required to confirm that income has been correctly classified between restricted and unrestricted funds.	Obtain an understanding of all sources of income, and any contracts or terms & conditions attached. Sample testing income, verifying to supporting documentation to ensure income has been recognised in the correct period. Cut off testing around the period-end to ensure all income is included in the relevant period. Review to ensure that income has been correctly classified between restricted and unrestricted funds, reviewing any terms and conditions etc. Analytical review.	Nothing has come to our attention to suggest there is any fraud risk associated with revenue recognition, however we have made some general comments and recommendations relating to income from the café and car park meters in section 7 of this report.

5. Overall audit strategy

Significant risk	Explanation of the risk	Audit work performed	Conclusion
Management override (mandatory risk)	The corporate trustee and other management have the primary responsibility for the detection of fraud, as an extension of their role in preventing fraudulent activity. The Corporate trustee should ensure a sound system of internal controls is in operation to support these, and other, objectives. Auditing Standards presume a significant risk of management override of the system of internal controls, because management can often find themselves in a unique position where they could potentially override routine day to day financial controls. Our audit is designed to provide reasonable assurance that the accounts are free from material misstatement, whether caused by fraud or error. We are not responsible for preventing fraud or corruption, although our audit may serve to act as a deterrent.	Management often find themselves in a unique position where potentially could override routine day to day financial controls. Our audit considers this risk and we adapt our procedures accordingly. During our audit we considered the possibility of manipulation of financial results, for example through the use of journals or management estimates, such as provisions and accruals.	Our audit procedures have not identified any instances of management override.

5. Overall audit strategy

Significant risk	Explanation of the risk	Audit work performed	Conclusion
Non-depreciation of freehold buildings	Where the accounting policy is not to depreciate it is necessary to complete an annual impairment review to consider the carrying value of the buildings. Due to the absence of depreciation there is a risk that the carrying value of the property is overstated. If this were to be the case funds will also be overstated.	Review and analysis of any impairment review undertaken.	No impairment review was carried out by the charity. However from our own impairment review carried out, the non-depreciation of freehold buildings appears appropriate.

6. Status of audit issues raised in prior years

This section updates you on the status of the issues your previous auditors brought to your attention last year, and confirms whether any further action is required.

	Brought forward issue / observation	Risk rating prior year	Previous solution suggested	Follow up comments, including whether further action required	New risk / priority rating
1.	**General charity records.** This issue was first raised in the 2014/15 audit as a Red/High Priority Point In 2014/15 we commented on the significant difficulty we had during the audit trying to agree the amounts included in the accounts and as a result had to spend a considerable amount of time reworking the 2015 accounts to a position where we were comfortable with the figures. We advised that the lack of a clear audit trail was mainly down to the fact that the charity's records are so intrinsically linked to MBC records, and because the accounts are effectively created from the council ledger and spreadsheets. This issue was downgraded to Medium in 2015/16 and has remained at this level since then because although the records have not yet been separated out, the records supporting the balance owing to MBC have been much clearer.	 Med	Since 2014/15 we have recommended that MBC set up the charity's own accounting records, either using spreadsheets or, perhaps more ideally, using accounting software. This would enable MBC to record the double entry of all transactions which relate to the charity, even if the transaction goes through the MBC bank account. To do this a MBC loan/intercompany account would need to be set up in the charity's records and every time a CME transaction goes through the MBC bank account then an entry can be made to the loan account, with a corresponding debit to expenditure or credit to income. If something similar is set up in MBC then, as a double check, the two loan accounts should always agree.	The records have still not been set up separately for the charity. MBC are working towards separate accounting records and assessing appropriate accounting software. Cost considerations are also part of this process. The accounts preparation process was improved this year and the accounting records supported the figures. We do, however, continue to recommend that completely separate records are established for the charity. Paul Holland informed us that a decision has been made to use Sage, and that as of the date of this report the new system is in the process of being implemented. See also point 3 in section 7.	 Med

6. Status of audit issues raised in prior years

	Brought forward issue / observation	Risk rating prior year	Previous solution suggested	Follow up comments, including whether further action required	New risk / priority rating
2.	**Unincorporated legal status of the charity.** This issue was first raised in the 2014/15. The charity is structured as an unincorporated trust, with no limited liability for the corporate trustee, Maidstone Borough Council. Our management letter in 2015 set out various risks associated with this current set up.	Med	We recommend you give consideration to changing the legal structure of the charity, and consider both the limited by guarantee company and new CIO structure.	We understand that this issue has been considered and, for now, the corporate trustee is comfortable with the position. Nevertheless our previous advice in respect of this observation remains, and we feel this is something that should be re-considered from time to time.	**Resolved given the decision to continue with the current stucture**
3.	**Fixed assets.** Issue first raised in the 2014/15 audit It was noted during our fixed assets testing that an impairment review had not been carried out. Where the accounting policy is not to depreciate it is necessary to complete an annual impairment review to consider the carrying value of the buildings.	Low	In order to ensure that the carrying value of the property is not overstated, it is important that the charity carries out an annual impairment review. This should be done in advance of the audit fieldwork.	There was still no formal impairment review exercise. The carrying value of Kent Life has been reduced this year by £154,806 as a result of a downwards revaluation.	Low

6. Status of audit issues raised in prior years

	Brought forward issue / observation	Risk rating prior year	Previous solution suggested	Follow up comments, including whether further action required	New risk / priority rating
4.	**Potential tax on commercial trading** Issue first raised in the 2015/16 audit We commented on the significant income first generated during the 2015/16 year from two new income streams (the café and car parking) which could be seen to be commercial trading. We commented that information made available suggested that the café function has operated at a loss for the period from opening in August 2015 to 31 March 2016. With few costs associated with the car park the profit from the car park is likely to be close to the income figure of £26k. Income from both sources was expected to be substantially higher for the first full year of operation through to 31 March 2017, and so we highlighted the risk that the charity could find itself with a tax liability for 2016/17 (noting that any losses for 2015/16 should be available to offset against some of these profits).	 Med	We had previously pointed out this potential tax issue (in an email from Brian Carey on 12 February 2017). We commented that whilst HMRC had never asked for a tax return to be completed, probably on the basis that the income from the golf course – historically the main source of income - was being applied for charitable purposes, the changes in the type and scale of income received by the trust going forward means this may need to be raised with HMRC. We recommended that the tax position of the charity is given some immediate thought.	**Follow up comment from 2017 audit:** Café income increased significantly to £235k in 2016/17, although the accounting records indicated the café generated a deficit of £76k. Car park income had also increased, to £90k, but the Manor Park activities have also run at an overall deficit for the year. We therefore commented that there do not appear to be any tax implications for 16/17 but the position should be monitored in the future, and noted your intentions to transfer the café operation to an external contractor, probably with effect from 1 February 2018. **Follow up comment for 2018 audit:** Both café and car park income remained at similar levels for 2017/18, with both operating at a deficit. Based on this any tax implications seem unlikely, and we note that the café has now been transferred to an external contractor (on 17 April 2018).	 Low

7. Recommendations for the current year

Significant deficiencies in internal control

We are required to report to you, in writing, significant deficiencies in internal control that we have identified during the audit. These matters are limited to those which we have concluded are of sufficient importance to merit being reported to you. As the purpose of the audit is for us to express an opinion on the charitable company's financial statements, you will appreciate that our audit cannot necessarily be expected to disclose all matters that may be of interest to you and, as a result, the matters reported may not be the only ones which exist. As part of our work, we considered internal control relevant to the preparation of the financial statements such that we were able to design appropriate audit procedures. This work was not for the purpose of expressing an opinion on the effectiveness of internal control.

We confirm that we have not identified any significant deficiencies in internal control during the 2018 audit.

We are also required to communicate other significant audit findings such:

- where we consider a significant accounting practice, that is acceptable under the applicable financial reporting framework, not to be most appropriate in the particular circumstances of the entity;
- significant difficulties, if any, encountered during the audit; or
- other matters, if any, arising from the audit that, in our professional judgement, are significant to the oversight of the financial reporting process are communicated to those charged with governance.

We have nothing to bring to your attention in respect of the three bullet points above.

7. Recommendations for the current year

Other deficiencies in internal control

We also bring to your attention other deficiencies that came to our attention during our work, again along with our recommendations, and your own response:

High

High risk/priority. Potential for significant impact on operational performance, a major failure of your internal control processes and/ or imminent risk to charitable funds. Action needs to be taken to ensure this risk is managed.

Med

Medium risk/priority. Less significant failure of internal control processes or the other bullet points listed under High Risk, but where the finding would have only a moderate impact.

Low

Low risk/priority. Low level concern. Minor issues relating to immaterial items or more isolated failures where little on-going risk arises.

Advisory only. This point has been raised merely to bring something to your attention, for example to highlight areas of inefficiencies or good practice, or forthcoming changes in legislation.

	Priority	Area	Observation	Recommendations
1.	Low	Café sales and VAT	The café till rolls include a mix of standard and zero rated supplies. On the accounts system all café income has been posted net of 20% VAT which does not take into accounts some of the sales being zero rated per the till rolls. The majority of sales per the till receipts reviewed have been processed as zero rated supplies, which suggests that sales may be understated. Based on the sample reviewed we estimated that sales be understated by c. £36k. On discussing this with you further we understand that a decision had been made from the outset to record all café sales as standard rated supplies because it would be difficult to police whether customers were actually taking the cold food sales away from the premises to consume, a pre-requisite for zero rating. However for some reason the till entries did not follow the expected treatment, and included a mix of standard and zero rated sales.	The issue here therefore seems to be the till set up. VAT has potentially been declared unnecessarily on some sales, but you were aware of this and had agreed to proceed on this basis due to the practicalities of policing where the consumption of cold food sales occurs. This has been listed as a Low priority point merely because with the café transferring to an external operator shortly after the year end there are only a couple of weeks in the 2018/19 any issue here is academic as of the date of this report. Therefore if you remain content with the way all sales have been treated as standard rated there is no further recommendation or necessary action.

7. Recommendations for the current year

	Priority	Area	Observation	Recommendations
2.	Low	Café records	The till receipts and other accounting records supporting the café income for the year were not made available to us until nearly 3m after our main fieldwork visit.	The café records themselves will not be an issue now that the café operation has been transferred out of the charity, but in general please ensure that all accounting records are available at the time of the fieldwork visit.
3.		VAT registration, software and Making Tax Digital (MTD)	Given the decision to transfer the café to an external operator you may wish to revisit the need for VAT registration. MTD comes into force from 1 April 2019 and you will need to ready to be compliant and be using appropriate accounting software which will enable you to complete and file VAT returns within the MTD rules.	Consideration should be given to the on-going need for the VAT registration on the reduced income. Your new Sage system is compliant with Making Tax digital.

Appendix I - Agreed accounting adjustments

The following adjustments have been made to the financial statements, with your management's agreement:

Adjustments agreed

		Effect on 2018 net income
	£	**£**
Adjustment to reduce MyTime contract golf income write off to take into account the value of services in kind provided to Cobtree as part of settlement	24,064	24,063
Transfer provision per client's draft account for MyTime balance against the MBC creditor since Cobtree element of debtor has never been reflected in CME accounts	48,125	-
Bring in VAT debtor per 31 March 2018 VAT return (no impact on net income as adjusted against balance owing to MBC)	17,211	-
		24,063

Reconciliation between draft accounts presented for audit and final accounts

Net income per original accounts	(61,616)
UHY adjustments above	24,063
Net movement in funds per Statement of Financial Activities	**(37,553)**

Appendix II – Unadjusted audit differences

We are required to bring to your attention any unadjusted audit differences:

No unadjusted audit differences arose this year.