Llywodraeth Cymru
Welsh Government

Accounts direction to further education institutions for 2010/11

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Guidance

Welsh Government Circular No: 018/2011
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Accounts direction to further education institutions for 2010/11

Audience	Senior management of further education institutions in Wales.
Overview	This accounts direction advises institutions of the Welsh Government's requirements of their audited financial statements in accordance with paragraph 54 of the Financial Memorandum.
Action required	No response required.
Further information	Emma Smith Head of Performance and Planning Department for Education and Skills Welsh Government Cathays Park Cardiff CF10 3NQ Tel: 029 2082 5227
Additional copies	This document can also be accessed from the Welsh Government website at www.wales.gov.uk/educationandskills
Related documents	None.

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Contents

Introduction

1 This Accounts Direction advises institutions of the Welsh Government's requirements of their audited financial statements in accordance with paragraph 54 of the Financial Memorandum.

Background

2 Paragraph 54 of the Financial Memorandum between the Welsh Government and institutions requires institutions to comply with the Accounts Direction issued from time to time by the Welsh Government. The direction will cover information to be contained in the financial statements, the manner in which they are to be presented and the methods and principles according to which they are prepared and will be in accordance with Generally Accepted Accounting Principles.

3 In issuing this direction the Welsh Government wishes to ensure the form, content and disclosures within institution's financial statements follow good practice, are consistent across the sector and meet any specific requirements of the Welsh Government.

Accounts Direction for 2010/11

4 The Welsh Government requires all institutions to comply with the Statement of Recommended Practice: Accounting for Further and Higher Education ("the SORP") in preparing their financial statements for the year ended 31 July 2011.

5 In July 2007 the FE/HE SORP Board issued a Statement of Recommended Practice, effective from 1st August 2007. This SORP is applicable for the 2010/11 financial year. Copies of the SORP can be downloaded from Universities UK's website at http://bookshop.universitiesuk.ac.uk.

6 Institutions should note that paragraph 15 of the SORP requires that the four primary accounting statements (Income and Expenditure Account, Balance Sheet, Cash Flow Statement and Statement of Total Recognised Gains and Losses) must be presented in the formats set out in appendix 2 to the SORP.

7 Whilst the remainder of the 'Casterbridge College' example, published by the Skills Funding Agency (SFA) is illustrative, institutions are encouraged to disclose as much of this information as possible.

8 In addition to the requirements of the SORP, the Welsh Government requires that institutions' audited financial statements be prepared in accordance with current Accounting Standards, FRS's and Urgent Issues Task Force (UITF) Abstracts issued or adopted by the Accounting Standards Board.

9 In the case of an institution that is also a company limited by guarantee, this direction is subject to the additional requirements of the Companies Act 2006.

10 Where an institution has subsidiaries that are limited companies they will be subject to the requirements of the Companies Act 2006.

11 Where an institution is a registered charity they will be subject to the additional requirements of the ‘Accounting and Reporting by Charities’ Statement of Recommended Practice (revised 2005) and the Charities Act 2006. Implementation of provisions relating to exempt charities is being phased in. There has been no updated guidance from the Charities Commission on when this will be a requirement for FE Institutions in Wales.

12 Institutions are also required to include in their financial statements the following:

- i A statement covering the responsibilities of their governing body in relation to corporate governance. This statement, that incorporates a statement on internal control, is required to indicate how the institution has complied with current best practice in this area. Guidance on how institutions can comply with this requirement is available in Annex A and a model statement is shown in Annex B.
- ii The total emoluments of the Principal and higher paid employees. A higher paid employee is defined as an employee whose total emoluments exceed £60,000 during the financial year. Full guidance on the required disclosures is set out in Annex D.
- iii The compensation for loss of office paid or payable to the Principal or any higher paid employee (as defined in Annex D). Full guidance on the required disclosures is set out in Annex E.
- iv Details of the net cost to an institution in respect of expenditure on overseas activities in accordance with Annex F.
- v Within the members’ report to the financial statements, a statement on the payment performance of the institution during the period. For further guidance see Annex G.

Further specific guidance

13 Additional guidance is included in Annex G on the following matters:

- Enhanced pension provisions (FRS 12) provisions.
- Accounting for grants, where specific guidance is provided on Disability Discrimination Act (DDA) and backlog maintenance funding.
- Agency costs.
- Prompt payments disclosures.
- Consortium income.
- Auditor fees.
- Changes to financial statement disclosures.
- Operating and Financial Review.
- The disclosures for 2010/11 relating to FRS 17 Retirement Benefits.

External audit

14 Institutions are required to ensure that their contracts for external audit make provision for an opinion on whether the institution has applied income, where appropriate, in accordance with the Financial Memorandum, and whether Welsh Government grants have been used for the purposes for which they were received.

15 Institutions should be aware that their external auditors will be reviewing the corporate governance and internal controls statement as part of their audit work and will be including a reference to this work in their audit opinion. An exemplar certificate is available in Annex C.

16 This Accounts Direction and the Financial Memorandum should be copied to the external auditors.

17 External auditors are reminded that where they are unable to express an unqualified opinion on the institution's financial statements, they should immediately communicate this to the Principal, the Chair of the Corporation and the Chair of the Audit Committee. They should also inform the Welsh Government, Department for Children, Education and Skills, Deputy Director, Finance and Corporate Services Division.

18 Audit firms cannot be appointed as internal and external auditors at the same time or for the same financial year under any circumstances.

19 It is a requirement of the Financial Memorandum that the statutory accounts are published on the College's website. This may require an extra statement from external auditors. The auditors may also require an extra statement in the governing body's responsibilities in regard to the website if the audit opinion is to be published.

20 If accounts are published in Welsh this may also require a review of the Welsh version by the external auditors.

Accounting developments

21 There have been no new accounting standards since the 2009/10 Accounts Direction. However there have been a number of small developments. Annex H provides a summary of these and comments on those that are of most relevance to the sector.

22 We are not aware of any significant changes in accounting standards for 2011/12.

Accounts timetable

23 Paragraph 54 of the Financial Memorandum requires institutions to provide the Welsh Government with copies of its financial statements by 31 December. The Welsh Government also requires the external auditor's management letter, including the institution's response, to be submitted at the same time.

Review of this Direction

24 The Accounts Direction will be reviewed each year. This Accounts Direction will remain in force unless institutions are notified otherwise.

Annex A

Guidance on the Statement of Corporate Governance

Turnbull Combined Code Compliance

The Welsh Government expected full implementation of the Turnbull guidance from the year ended 31 July 2004 and required that a combined statement on corporate governance and internal control be prepared and included in an Institution's financial statements. This statement must be signed by the Principal as Accounting Officer and the Chair of the Governing Body.

The Financial Reporting Council published an updated Combined Code in June 2006 and June 2008 which contains a small number of changes. None of these changes are relevant to the Further Education Sector.

In May 2010 the Financial Reporting Council published the revised UK Corporate Governance Code to replace the 2008 Combined Code. This puts greater emphasis on the principles of leadership and effectiveness of boards, and on the board's responsibility for the management of risk. The changes that are pertinent to the FE sector and could be translated to governing bodies are :

- Reinforcement of the importance of the role of chairman and on the responsibilities of non executive directors to challenge constructively and commit sufficient time.
- Emphasis on the board's responsibility for risk management.
- Board appointments to be on merit and against objective criteria, with due regard for the benefits of diversity, including gender diversity.

A standard model has been provided (at Annex B) as a consistent starting point. However, as institutions are different in complexity and size, there may be a need to change the model which should be tailored to the institution's own requirements, showing:

- What work has been done to embed risk management in the corporate governance of the institution.
- What assurance can be gained by the reader of the institution's accounts.

Maintaining a sound system of internal control

1 The Governing Body is responsible for the institution's system of internal control. It should set appropriate policies on internal control and seek regular assurance that will enable it to satisfy itself that the system is functioning effectively. The Governing Body must further ensure that the system of internal control is effective in managing risks in the manner which it has approved.

2 In determining its policies with regard to internal control, and thereby assessing what constitutes a sound system of internal control in the

particular circumstances of the institution, the Governing Body's deliberations should include consideration of the following factors:

- The nature and extent of the risks facing the institution.
- The extent and categories of risk which it regards as acceptable for the institution to bear.
- The likelihood of the risks concerned materializing.
- The institution's ability to reduce the incidence and impact on the business of risks that do materialize.
- The costs of operating particular controls relative to the benefit thereby obtained in managing the related risks.

3 It is the role of management to implement the Governing Body's policies on risk and control. In fulfilling its responsibilities, management should identify and evaluate the risks faced by the institution for consideration by the Governing Body and design, operate and monitor a suitable system of internal control which implements the policies adopted by the Governing Body.

4 All employees have some responsibility for internal control as part of their accountability for achieving objectives. They, collectively, should have the necessary knowledge, skills, information and authority to establish, operate and monitor the system of internal control. This will require an understanding of the institution, its objectives, the environment in which it operates, and the risks it faces.

5 An internal control system encompasses the policies, processes, tasks, behaviours and other aspects of an institution that, taken together:

- Facilitate its effective and efficient operation by enabling it to respond appropriately to significant business, operational, financial, compliance and other risks to achieving the institution's objectives. This includes the safeguarding of assets from inappropriate use or from loss and fraud, and ensuring that liabilities are identified and managed.
- Help ensure the quality of internal and external reporting. This requires the maintenance of proper records and processes that generate a flow of timely, relevant and reliable information from within and outside the organisation.
- Help ensure compliance with applicable laws and regulations, and also with internal policies with respect to the conduct of business.

6 An institution's system of internal control will reflect its control environment, which encompasses its organisational structure. The system will include:

- Control activities.
- Information and communications processes.
- processes for monitoring the continuing effectiveness of the system of internal control.

7 The system of internal control should:

- Be embedded in the operations of the institution and form part of its culture.
- Be capable of responding quickly to evolving risks to the business arising from factors within the institution and to changes in the higher education sector.
- Include procedures for reporting immediately to appropriate levels of management any significant control failings or weaknesses that are identified together with details of corrective action being undertaken.

8 A sound system of internal control reduces, but cannot eliminate, the possibility of poor judgment in decision-making; human error; control processes being deliberately circumvented by employees and others; management overriding controls; and the occurrence of unforeseeable circumstances.

9 A sound system of internal control therefore provides reasonable, but not absolute, assurance that an institution will not be hindered in achieving its business objectives, or in the orderly and legitimate conduct of its business, by circumstances which may reasonably be foreseen. A system of internal control cannot, however, provide protection with certainty against an institution failing to meets its objectives or all material errors, losses, fraud, or breaches of laws or regulations.

Reviewing the effectiveness of internal control

10 Reviewing the effectiveness of internal control is an essential part of the Governing Body's responsibilities. The Governing Body will need to form its own view on effectiveness after due and careful enquiry based on the information and assurances provided to it. Management is accountable to the Governing Body for monitoring the system of internal control and for providing assurance to the Governing Body that it has done so.

11 The role of institutional committees in the review process, including that of the audit committee, is for the Governing Body to decide and will depend upon factors such as the nature of the significant risks that the institution faces. To the extent that designated Governing Body committees carry out, on behalf of the Governing Body, tasks that are attributed in this guidance document to the Governing Body, the results of the relevant committees' work should be reported to, and considered by, the Governing Body. The Governing Body takes responsibility for the disclosure on internal control in the annual report and accounts.

12 Effective monitoring on a continuous basis is an essential component of a sound system of internal control. The Governing Body cannot, however, rely solely on the embedded monitoring processes within the institution to discharge its responsibilities. It should regularly receive and review reports on internal control. In addition, the Governing Body should undertake an annual assessment for the purposes of making its public statement on internal control to ensure that it has considered all significant aspects of internal control for the institution for the year under review and up to the date of approval of the annual report and accounts.

13 The reference to ‘all controls’ in Code Provision D.2.1 should not be taken to mean that the effectiveness of every internal control (including controls designed to manage immaterial risks) should be subject to review by the Governing Body. Rather it means that, for the purposes of this guidance, internal controls considered by the Governing Body should include all types of controls including those of an operational and compliance nature, as well as internal financial controls.

14 The Governing Body should define the process to be adopted for its review of the effectiveness of internal control. This should encompass both the scope and frequency of the reports it receives and reviews during the year, and also the process for its annual assessment, such that it will be provided with sound, appropriately documented, support for its statement on internal control in the institution’s annual report and accounts.

15 The reports from management to the Governing Body should, in relation to the areas covered by them, provide a balanced assessment of the significant risks and the effectiveness of the system of internal control in managing those risks. Any significant control failings or weaknesses identified should be discussed in the reports, including the impact that they have had, could have had, or may have, on the institution and the actions being taken to rectify them. It is essential that there be openness of communication by management with the Governing Body on matters relating to risk and control.

16 When reviewing reports during the year, the Governing Body should:

- Consider what are the significant risks and assess how they have been identified, evaluated and managed.
- Assess the effectiveness of the related system of internal control in managing the significant risks, having regard, in particular, to any significant failings or weaknesses in internal control that have been reported.
- Consider whether necessary actions are being taken promptly to remedy any significant failings or weaknesses.
- Consider whether the findings indicate a need for more extensive monitoring of the system of internal control.

17 Additionally, the Governing Body should undertake an annual assessment for the purpose of making its public statement on internal control. The assessment should consider issues dealt with in reports reviewed by it during the year together with any additional information necessary to ensure that the Governing Body has taken account of all significant aspects of internal control for the institution for the year under review and up to the date of approval of the annual report and accounts.

18 The Governing Body’s annual assessment should, in particular, consider:

- The changes since the last annual assessment in the nature and extent of significant risks, and the institution’s ability to respond to changes in its business and the external environment.

- The scope and quality of management's ongoing monitoring of risks and of the system of internal control, and, where applicable, the work of its internal audit function and other providers of assurance.
- The extent and frequency of the communication of the results of the monitoring to the Governing Body (or Governing Body's committee(s)) which enables it to build up a cumulative assessment of the state of control in the institution and the effectiveness with which risk is being managed.
- The incidence of significant control failings or weaknesses that have been identified at any time during the period and the extent to which they have resulted in unforeseen outcomes or contingencies that have had, could have had, or may in the future have, a material impact on the institution's financial performance or condition.
- The effectiveness of the institution's public reporting processes.

19 Should the Governing Body become aware at any time of a significant failing or weakness in internal control it should determine how the failing or weakness arose and re-assess the effectiveness of management's ongoing processes for designing, operating and monitoring the system of internal control.

The Governing Body's statement on internal control

20 In its narrative statement of how the institution has applied Code principle D.2, the Governing Body should, as a minimum, disclose that there is an ongoing process for identifying, evaluating and managing the significant risks faced by the institution, that it has been in place for the year under review and up to the date of approval of the annual report and accounts, that it is regularly reviewed by the Governing Body and accords with the Turnbull guidance.

21 The Governing Body may wish to provide additional information in the annual report and accounts to assist understanding of the institution's risk management processes and system of internal control.

22 The disclosure relating to the application of principle D.2 should include an acknowledgement by the Governing Body that it is responsible for the institution's system of internal control and for reviewing its effectiveness. It should also explain that such a system is designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

23 In relation to Code provision D.2.1, the Governing Body should summarise the process it (where applicable, through its committees) has applied in reviewing the effectiveness of the system of internal control. It should also disclose the process it has applied to deal with material internal control aspects of any significant problems disclosed in the annual report and accounts.

24 Where a Governing Body cannot make one or more of the disclosures in paragraphs 5.20 and 5.23 of the code, it should state this fact and provide an explanation.

25 The Governing Body should ensure that its disclosures provide meaningful, high-level information and do not give a misleading impression.

26 Where material joint ventures and associates have not been dealt with as part of the group for the purposes of applying this guidance, this should be disclosed.

Annex B

Model Corporate Governance Statement Incorporating the Statement on Internal Control

The Institution is committed to exhibiting best practice in all aspects of corporate governance.

This summary describes the manner in which the Institution has applied the principles set out in the UK Corporate Governance Code issued by the London Stock Exchange in June 2010. Its purpose is to help the reader of the accounts understand how the principles have been applied.

In the opinion of the governors, the Institution complies with all the provisions of the Code in so far as they apply to the Further Education Sector, and it has complied throughout the year ended 31 July 2011.

The Corporation

The composition of the Corporation is set out on page……. It is the Corporation's responsibility to bring independent judgement to bear on issues of strategy, performance, resources and standards of conduct.

The Corporation is provided with regular and timely information on the overall financial performance of the Institution together with other information such as performance against funding targets, proposed capital expenditure, quality matters and personnel related matters such as health and safety and environmental issues. The Corporation meets each term.

The Corporation conducts its business through a number of committees. Each committee has terms of reference, which have been approved by the Corporation. These committees are finance and general purposes, remuneration, search and audit.

All governors are able to take independent professional advice in furtherance of their duties at the Institution's expense and have access to the Clerk to the Corporation, who is responsible to the Board for ensuring that all applicable procedures and regulations are complied with. The appointment, evaluation and removal of the Clerk are matters for the Corporation as a whole.

Formal agendas, papers and reports are supplied to governors in a timely manner, prior to Board meetings. Briefings are also provided on an ad-hoc basis.

The Corporation has a strong and independent non-executive element and no individual or group dominates its decision making process. The Corporation considers that each of its non-executive members is independent of management and free from any business or other relationship, which could materially interfere with the exercise of their independent judgement.

There is a clear division of responsibility in that the roles of the Chairman and Principal are separate.

Appointments to the Corporation

Any new appointments to the Corporation are a matter for the consideration of the Corporation as a whole. The Corporation has a search committee which is comprised of………… which is responsible for the selection and nomination of any new member for the Corporation's consideration. The Corporation is responsible for ensuring that appropriate training is provided as required.

Members of the Corporation are appointed for a term of office not exceeding four years.

Remuneration committee

Throughout the year ending 31 July 2011, the Institution's remuneration committee comprised …………. The committee's responsibilities are to make recommendations to the Board on the remuneration and benefits of the Principal and other senior post holders.

Details of remuneration for the year ended 31 July 2011 are set out in note …… to the financial statements.

Audit committee

The audit committee comprises of three members of the Corporation (excluding the Principal and Chair). The committee operates in accordance with written terms of reference approved by the Corporation.

The audit committee meets on a termly basis and provides a forum for reporting by the Institution's internal and financial statement auditors, who have access to the committee for independent discussion, without the presence of Institution management. The committee also receives and considers reports from the Welsh Government as they affect the Institution's business.

The Institution's internal auditors monitor the systems of internal control, risk management controls and governance processes in accordance with an agreed plan of input and report their findings to management and the audit committee.

Management are responsible for the implementation of agreed audit recommendations and internal audit undertake periodic follow up reviews to ensure such recommendations have been implemented.

The audit committee also advises the Corporation on the appointment of internal and financial statement auditors and their remuneration for both audit and non-audit work.

Internal control

Scope of responsibility

The Corporation is ultimately responsible for the Institution’s system of internal control and for reviewing its effectiveness. However, such a system is designed to manage rather than eliminate the risk of failure to achieve business objectives, and can provide only reasonable and not absolute assurance against material misstatement or loss.

The Corporation has delegated the day-to-day responsibility to the Principal, as Accounting Officer, for maintaining a sound system of internal control that supports the achievement of the Institution’s policies, aims and objectives, whilst safeguarding the public funds and assets for which he/she is personally responsible, in accordance with the responsibilities assigned to him/her in the Financial Memorandum between Casterbridge and the Welsh Government. He/she is also responsible for reporting to the Corporation any material weaknesses or breakdowns in internal control.

The purpose of the system of internal control

The system of internal control is designed to manage risk to a reasonable level rather than to eliminate all risk of failure to achieve policies, aims and objectives; it can therefore only provide reasonable and not absolute assurance of effectiveness. The system of internal control is based on an ongoing process designed to identify and prioritise the risks to the achievement of institution policies, aims and objectives, to evaluate the likelihood of those risks being realised and the impact should they be realised, and to manage them efficiently, effectively and economically. The system of internal control has been in place in Casterbridge College for the year ended 31 July 2011 and up to the date of approval of the annual report and accounts.

Capacity to handle risk

The Corporation has reviewed the key risks to which the Institution is exposed together with the operating, financial and compliance controls that have been implemented to mitigate those risks. The Corporation is of the view that there is a formal ongoing process for identifying, evaluating and managing the Institution's significant risks that has been in place for the period ending 31 July 2011 and up to the date of approval of the annual report and accounts. This process is regularly reviewed by the Corporation.

The risk and control framework

The system of internal control is based on a framework of regular management information, administrative procedures including the segregation of duties, and a system of delegation and accountability. In particular, it includes:

- Comprehensive budgeting systems with an annual budget, which is reviewed and agreed by the governing body.

- Regular reviews by the governing body of periodic and annual financial reports, which indicate the financial performance against forecasts.
- Setting targets to measure financial and other performance.
- Clearly defined capital investment control guidelines.
- The adoption of formal project management disciplines, where appropriate.

Casterbridge College has an internal audit service, which operates in accordance with the requirements of the Welsh Government. The work of the internal audit service is informed by an analysis of the risks to which the institution is exposed, and annual internal audit plans are based on this analysis. The analysis of risks and the internal audit plans are endorsed by the Corporation on the recommendation of the audit committee. At minimum annually, the Head of Internal Audit provides the governing body with a report on internal audit activity in the institution. The report includes the Head of Internal Audit’s independent opinion on the adequacy and effectiveness of the Institution’s system of risk management, controls and governance processes.

Review of effectiveness

As Accounting Officer, the Principal has responsibility for reviewing the effectiveness of the system of internal control. His/her review of the effectiveness of the system of internal control is informed by:

- The work of the internal auditors.
- The work of the executive managers within the Institution who have responsibility for the development and maintenance of the internal control framework.
- Comments made by the Institution’s financial statements auditors and the Welsh Government’s auditors in their management letters and other reports.

The Principal has been advised on the implications of the result of his/her review of the effectiveness of the system of internal control by the audit committee, which oversees the work of the internal auditor, (and Risk Committee, if appropriate) and a plan to address weaknesses and ensure continuous improvement of the system is in place.

The senior management team receives reports setting out key performance and risk indicators and considers possible control issues brought to their attention by early warning mechanisms, which are embedded within the departments and reinforced by risk awareness training. The senior management team and the audit committee also receive regular reports from internal audit, which include recommendations for improvement. The audit committee's role in this area is confined to a high level review of the arrangements for internal control. The Corporation's agenda includes a regular item for consideration of risk and control and receives reports thereon from the senior management team and the audit committee. The emphasis is on obtaining the relevant degree of assurance and not merely reporting by exception. At its October 2011 meeting, the Corporation carried out the annual assessment for the year ended 31 July 2011 by considering documentation from the senior management team and internal audit, and taking account of events since 31 July 2011.

Significant internal control problems (if applicable)

(If there are significant internal control problems, record here an outline of the actions taken, or proposed, to deal with them. The wording should be tailored to reflect the circumstances of the case.)

Going concern

After making appropriate enquiries, the Corporation considers that the Institution has adequate resources to continue in operational existence for the foreseeable future. For this reason they continue to adopt the going concern basis in preparing the financial statements.

[Signed]	[Signed]
[Date]	[Date]
[Chair]	[Principal]

NB. As a result of the Companies Act 2006 there has been a change in the requirements from auditors for company directors and the disclosure that all relevant information has been given to the auditors. This may be transferred to the FE sector by auditors requiring similar disclosures under the governor's responsibilities. The wording of the governors' report in respect to this should be agreed individually by each institution with their auditors.

Annex C

Guidance on the suggested form of wording for the Audit Report by an Institution's External Auditors for the Year ended 31 July 2011

Independent Auditors' Report to the Governing Body of XYZ Institution

We have audited the financial statements of XYZ Institution for the year ended 31 July 2011, which comprise the Income and Expenditure Account, the Balance Sheet, the Cash Flow Statement, the Statement of Total Recognised Gains and Losses and the related notes. The financial reporting framework that has been applied in their preparation is applicable law, United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) the Statement of Recommended Practice – Accounting for Further and Higher Education and the Accounts Direction issued by the Welsh Government.

Respective responsibilities of the Governing Body and the Auditors

As explained more fully in the Statement of Governing Body's Responsibilities the Governing Body is responsible for the preparation of the Report of the Governing Body and the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the Institution's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the Governing Body; and the overall presentation of the financial statements.

We report to you whether in our opinion, in all material respects, monies expended out of Welsh Government grants and other funds from whatever source administered by the Institution for specific purposes have been properly applied to those purposes and, if appropriate, managed in compliance with all relevant legislation and whether in our opinion, in all material respects, income has been applied in accordance with the financial memorandum with the Welsh Government.

We also report to you if, in our opinion, the Governing Body' Report is not consistent with the financial statements, if the Institution has not kept proper accounting records, if the accounting records do not agree with the financial statements, or if we have not received all the information and explanations we require for our audit.

We read the Report of the Governing Body including the corporate governance statement and the statement of internal control and consider the implications for our report if we become aware of any apparent misstatement within it.

Opinion

In our opinion:

a) The financial statements give a true and fair view of the state of the Institution's affairs as at 31 July 2011 and of its surplus of income over expenditure and cash flows for the year then ended.

b) The financial statements have been properly prepared in accordance with the Accounts Direction issued by the Welsh Government, the Statement of Recommended Practice – Accounting for Further and Higher Education, and United Kingdom Generally Accepted Accounting Practice.

c) in all material respects, monies expended out of Welsh Government grants and other funds from whatever source administered by the Institution for specific purposes have been properly applied to those purposes and, if appropriate, managed in compliance with all relevant legislation.

d) in all material respects, income has been applied in accordance with the financial memorandum with the Welsh Government.

Name

Registered Auditors

Address

Date

Annex D

Emoluments of the Principal and Higher Paid Employees

Disclosure requirements:

1 These disclosures apply to the Principal and any higher paid employee. A higher paid employee for the purposes of this disclosure is one whose total emoluments paid or payable during the financial year exceeded £60,000.

2 Institutions are required to disclose the following in their audited financial statements:

- The emoluments of the Principal, disclosing a sub total that excludes the employer’s pension contributions and a total that includes these contributions.
- The emoluments of the highest paid employee, if that is not the Principal.
- Emoluments due to a higher paid employee but waived by the employee.
- The salary bands of higher paid employees (including the Principal), giving the number of such employees that fall into each band. The width of each salary band should be £10,000.
- The aggregate amount of any compensation paid to any Principal or higher paid employee for loss of office (see Annex E).
- The number of employees who have been paid such compensation.

3 ‘Emoluments’ mean emoluments paid to or receivable by any person for:

- Services to the institution.
- Services as a director or officer of any subsidiary of the institution.

4 For this purpose, ‘emoluments’ paid to or receivable by an employee include their normal salary, and:

- Fees.
- Any expense allowance (to the extent that they are chargeable to UK income tax).
- Employer’s pension contributions.
- The estimated money value of any benefits received other than in cash (the money value of benefits in kind should be estimated by reference to the market value of the facility provided).

5 Emoluments should not include the employer’s national insurance contributions. Compensation for loss of office is a category of payment different from an ‘emolument’. Consequently, it should not be included in that person’s emoluments for banding purposes.

6 If more than one person has been Principal during the year, each such person's total emoluments for the year must be attributed to that part of the year during which they were Principal, and these amounts must be disclosed separately.

7 Disclosure of the various emoluments should show the analysis between:

- Salaries.
- Benefits in kind.
- Pension contributions.

Benefits in kind

8 As noted in 4 above, wherever possible the money value of benefits in kind should be estimated by reference to the market value of the facility provided. Where it is not practicable to use market values, taxable values should be used. Guidance that institutions should discuss with their auditors on the treatment of motor cars and subsidised accommodation is set out below.

Motor cars

9 Where an institution provides a leased motor car the market value could be calculated with reference to the lease payments and additional running costs borne by the institution. Likewise, if the institution purchases a car then the sum disclosed could be calculated by reference to annual running costs including depreciation and associated interest costs. This may involve distinguishing between private and business mileage and require the Principal/higher paid employee to keep a record of his or her private and institutional mileage. These amounts may more properly represent the cost to the institution than the taxable benefit.

Subsidised accommodation

10 Where the institution owns the property, the benefit derived by the Principal/higher paid employee is the difference between the rent he/she paid (if any) and the estimated market rent for that property which the institution would receive if it were to lease the premises on a commercial basis. If the institution merely leases the property, the benefit could be assessed as the difference between the rent and other expenses paid by the institution and that paid by individual. Private and institutional use of the accommodation will need to be apportioned on a fair and consistent basis; and it would be helpful if the individual kept a record of institutional use to help with the calculation of a fair apportionment.

11 Where an institution makes it a condition of employment that an individual resides in an official residence, then disclosure on the basis of treatment for tax purposes is reasonable. Institutions and their auditors should reach a judgement that apportionments about private use are fair. The line adopted by the Inland Revenue can serve to inform that judgement.

Annex E

Compensation for Loss of Office

Disclosure requirements:

1 This disclosure applies to the Principal and any higher paid employee. A higher paid employee for the purposes of this disclosure is one whose total emoluments paid or payable during the financial year (or the preceding financial year) exceeded £60,000 or whose total emoluments paid or payable during the financial year exceeded £60,000 on a per annum basis.

2 Institutions shall show the aggregate amount of any compensation paid or payable to the Principal or any higher paid employee in respect of loss of office.

3 This amount disclosed must also include and distinguish between compensation paid or payable for loss of:

- Any other office in connection with the management of the institution's affairs.
- Any office in connection with the management of the affairs of a subsidiary undertaking of the institution.

4 Compensation disclosed shall include the estimated monetary value of any non-cash benefits paid or payable and the disclosure will also describe the nature of such compensation.

5 References to compensation for loss of office include compensation paid or payable in consideration for, or in connection with, retirement and/or enhancement of pension scheme benefits.

Annex F

Costs in respect of Overseas Activities

Disclosure requirements:

	Travel and accommodation £k	Subsistence and Hospitality £k	Other Costs £k	Number of Visits No
Governors				
Senior Post Holders				
Other individuals				

Explanatory Notes and Guidance

Certain costs incurred in relation to the undertaking of overseas activities will need to be disclosed in the audited financial statements of the institution. The disclosure requirements relate to the net cost to the institution in respect of expenditure on overseas activities incurred by or on behalf of:

- Members of the governing body.
- Senior post holders.
- Other individuals.

Institutions should expand on this minimum disclosure where this would contribute to the overall understanding of their financial statements. The disclosure note should appear immediately after the detailed note on ‘other operating expenses’.

Foreign activities are defined as ‘expenditure incurred outside the United Kingdom, or incurred in connection with travel outside the United Kingdom’. Institutions need not disclose expenditure incurred in respect of:

- Students involved in course related overseas activity.
- Staff (but not governors) travelling with students involved in course related overseas activity.
- Overseas activities where the full costs are met by students.

The number of visits column is designed to reflect the number of person visits. For example if three people went on one trip, and four people went on another trip, then the column would show seven, not two. To simplify the disclosure, institutions may show the cost of breakfast in the accommodation column if it is integral to the room rate.

Where any items are recorded under expenditure for or on behalf of ‘Other individuals’, who are not members of staff, full details (including the names of the travellers and the reason for the expenditure) also need to be disclosed. For example, this additional disclosure would be needed where expenditure had been incurred for or on behalf of the spouse of a governor.

Annex G

Specific Guidance

Enhanced Pension Provisions

A college's enhanced pension provision can constitute two different types of provision:

i) Enhanced pensions resulting from redundancy (termination related pension entitlements).
ii) Enhanced pensions relating from early retirement, where an expectation of that payment existed prior to retirement.

It is expected that the majority of enhanced pensions in colleges are termination related pension entitlements and these are outside the scope of FRS 17 and therefore should be treated as a provision under FRS 12 Provisions, Contingent Liabilities and Assets and should be disclosed separately from FRS17.

Institutions must use the tables supplied by the SFA in calculating any provision for enhanced pension. ***The use of these tables is mandatory unless a more accurate estimate can be obtained from the Institution's actuaries.*** The CPI option should be used following the Governments announcement in 2010 that CPI will be used, rather than RPI, for public sector pensions. The tables together with updated with market indices, following the 31st July 2011, at the link below:

http://skillsfundingagency.bis.gov.uk/providers/finance/financialmanagement/financialmanagement/accountsdirection/

Accounting for Grants

Any grants received from public funds should be accounted for in accordance with SSAP 4 Accounting for Government Grants. This means that the income should be matched to the relevant expenditure. Any capital grant received should be credited to a deferred capital grant account and not deducted from the purchase price of the assets concerned. The amount of the grant should be credited to the I&E account over the useful economic life of the related asset, on a basis consistent with the depreciation policy. If a capital grant is received before the purchase of the relevant asset, then the grant should be held in payments on account until spent. Where the conditions attached to an award of a grant state that the grant should be directed towards capital expenditure, it should be treated as a deferred capital grant.

Specific grants for DDA work and backlog maintenance have been distributed during the year. To the extent that these grants have not been spent at the year end they should be included in payments received in advance within creditors. Once spent they should either be shown as revenue or credited to deferred capital grants as appropriate in line with the nature of the expenditure.

Agency costs

Institutions should review and consider the guidance set out in paragraph 55 of the SORP in respect of agency costs.

Where the institution disburses funds it has received as paying agent on behalf of another body and it has no beneficial interest in the funds the receipt and subsequent disbursement of the funds should be excluded from the income and expenditure of the institution where the FRS 5 test for the recognition of an Asset is not met, i.e. where the institution does not have control over the future economic benefits.

What constitutes an agency arrangement will depend upon each individual fund and its own individual characteristics. However, financial contingency funds (access funds) and Educational Maintenance Allowances are such funds that institutions will need consider to assess if the FRS 5 test would be met or not.

The key test is whether the institution has any future beneficial interest in the funds. In the majority of cases the funds will be given to students to support their studies, and so the beneficial interest will be transferred from the institution to the learner. Where this occurs, the funds should be excluded from the income and expenditure account. In the institution's year-end financial statements there should be a separate note for each of the funds showing how they have been treated.

In some cases, funds might not be passed direct to the student but to a third party, in order to pay for student-related transactions, such as residential costs and equipment. In these cases, as the contract is between the institution and the third party, the beneficial interest is not transferred from the institution to the learner. Where this occurs, the funds should be included within the income and expenditure of the institution. For example, large items of equipment purchased from the access fund for a student's need might remain the property of the institution.

Institutions are recommended to include a new accounting policies note on agency arrangements in their financial statements, for example:

> The institution acts as an agent in the collection and payment of financial contingency funds and educational maintenance allowances. Related payments received from the National Welsh Government for Education and Training for Wales and the Welsh Government and subsequent disbursements to students and institutions are excluded from the income and expenditure account and are shown separately in note xxxx.

If you have any queries over the interpretation of this guidance please contact your external auditor.

Payment Performance

The Better Payments Practice Code

The four key principles of the Better Payments Practice Code, which institutions should adopt are:

- Agree payment terms at the outset of a deal and stick to them.
- Explain the payment procedures to suppliers.
- Pay bills in accordance with any contract agreed with the supplier, or as required by law.
- Tell suppliers without delay when an invoice is contested and settle quickly on receiving a satisfactory response.

HM Treasury expects public sector bodies to comply with this code as it represents best practice.

The Late Payment of Commercial Debts

The Late Payment of Commercial Debts (Interest) Act 1998 provides small businesses with a statutory right to claim interest on late payment of commercial debts. In November 1998, small firms were first given the right to charge interest to large companies and public sector organisations. The Late Payment of Commercial Debts (Interest) Act 1998 was extended to cover large companies in November 2002. If no credit period has been agreed, then the Act sets a default period of 30 days after which interest can run.

Required disclosures

The institution's policy and practice on payment of creditors should be disclosed in the Members Report. This should include a policy statement for the following financial year and the number of days (calculated in the prescribed manner) taken to pay bills in the current financial year.

The statement must include whether:

- It is the institution's policy to follow any code or standard on payment practice and, if so, give the name of the code or standard.
- In respect of some, or all, of its suppliers, it is the institution's policy to:

  i Settle the terms of payment with those suppliers when agreeing the terms of each transaction.

  ii Ensure that these suppliers are made aware of the terms of the payment.

  iii Abide by the terms of payment.

Where the statement does not cover all suppliers, the policy for the other suppliers needs to be disclosed.

The amount of any interest paid under The Late Payment of Commercial Debts (Interest) Act 1998 should also be disclosed.

Calculation of payment days

The number of days represented by trade creditors falling due for payment within one year at the year end, compared to the total amounts invoiced to suppliers during the year. This calculation method, which should be familiar to your external auditors, is as follows:

Trade creditors at the end of the year are £100k.

Amounts invoiced during the year by suppliers are £1m

Number of days in the financial year is 365.

$$\frac{100}{1{,}000} \times 365 = 36.5 \text{ days}$$

Consortium income

There are an increased number of consortium arrangements in place. If the institution is acting as the lead in the consortium, it should only include its own income earned in the I&E, not that passed onto other consortium members. An extra note under the funding council grants note will be required to detail consortium income as follows :

"The Institution is the lead partner in a consortium to deliver xxxx. The income included in these accounts is earned by the institution in its capacity as a provider and consortium lead. All other income relating to the consortium and payable to consortium members has been excluded from the accounts. Total income claimed in the year and the related payments to partners was as follows" :

Total income	x
Payments to FE partners	x
Payments to non FE partners	x
Net income	x

Auditor fees

The Companies Act 2006 required a more detailed breakdown of auditor's fees for years beginning on or after 1 Oct 2005, this requirement is transferred to the FE sector. The disclosures required are a split between audit fees and other fees for both the internal and external auditors. Comparatives are required.

College mergers and partnerships under the transformation programme

A number of mergers will be created, along with partnerships and other arrangements under transformation. The Welsh Government will not be publishing specific guidance on the accounting treatment of these as they will all potentially require individual treatment. For further information with regard to the accounting standards relating to mergers and partnerships see the YPLA Accounts Direction, chapter 6, Accounting for Subsidiary and Associate Companies and Joint Ventures and College Combinations at the following link.

http://www.ypla.gov.uk/aboutus/ourwork/guidance/assurance-financial-monitoring/financial-management/

Financial Reporting Standard 17 retirement benefits

The full disclosure notes required can be found in the Casterbridge College model financial statements. The model for 2011 can be found on the YPLA website at the following link:

http://www.ypla.gov.uk/aboutus/ourwork/guidance/assurance-financial-monitoring/financial-management/

The ASB have published a best practice guide for reporting of retirement benefits, this is best practice and is not mandatory, see link:

http://www.frc.org.uk/images/uploaded/documents/Reporting%20Statement%20Web%20optimised.pdf

There have been no additional changes to FRS 17 disclosure requirements during the year.

Operating and Financial Review

The Operating and Financial Review may also be called the members report or the report of the Governing Body. The SORP 2007 requires the review to provide an overview of the institutions finances and operations and should follow best practice as set out in the Reporting Statement 'The Operating and Financial Review' issued by the Accounting Standards Board in January 2006.

http://www.frc.org.uk/images/uploaded/documents/Reporting%20Statements%20OFR%20web.pdf

Extract from the SORP 2007 with regard to the Operating and Financial Review :

Specifically the OFR should provide a comprehensive and balanced analysis, consistent with the size and complexity of the institution, of:

(a) The development, performance and operation of the business and operation of the institution during the financial year.

(b) The position of the institution at the end of the year.

(c) *The main trends and factors underlying the development, performance and position of the business of the institution and its academic performance during the financial year.*

(d) *The main trends and factors which are likely to affect the institution's future development, performance and position.*

The OFR should be produced in accordance with the following principles, in that it should:

(a) *Set out an analysis of the institution through the eyes of the institution's governing body (or equivalent).*

(b) *Focus on matters that are relevant to the interests of funders and financial supporters.*

(c) *Have a forward-looking orientation, identifying those trends and factors relevant to the funders and financial supporters' assessment of the current and future performance of the institution and the progress towards the achievement of long-term academic and business objectives.*

(d) *Complement as well as supplement the financial statements, in order to:*

(e) *Enhance the overall corporate disclosure.*

(f) *Be comprehensive and understandable.*

(g) *Be balanced and neutral, dealing even-handedly with both good and bad aspects.*

(h) *Be comparable over time.*

The OFR should provide information to assist funders and financial supporters to assess the strategies adopted by the institution and the potential for those strategies to succeed. The key elements of the disclosure framework recommended to achieve this are, where significant:

(a) *The nature of the institution including a description of the competitive and regulatory environment in which it operates, and the institution's objectives and strategies.*

(b) *The development and performance of the institution, both in the financial year under review and in the future;*

(c) *The resources, principal risks and uncertainties and relationships that may affect the institution's long-term financial position; and*

(d) *The position of the institution including a description of the long-term financing, treasury policies and objectives and liquidity of the institution both in the financial year under review and the future.*

The form and content of the OFR is not prescribed, the principles set out in paragraph 26 above set a framework for the disclosures to be provided by the governing body (or equivalent) in the OFR. The institution's governing body *(or equivalent) should consider how best to use the framework to structure the OFR and the precise content, including the level of detail to be disclosed, relating to the key elements set out in paragraph 27, given the particular circumstances of the institution.*

Casterbridge Accounts

There have been a small number of changes to the model Casterbridge Accounts for 2010/11. The full set of accounts can be found under Accounts Direction 2010/11 at the following link.

http://www.ypla.gov.uk/aboutus/ourwork/guidance/assurance-financial-monitoring/financial-management/

Annex H

Recent Financial Reporting Developments

The following standards and guidance have been issued since the 2009/10 Accounts Direction.

ASB Improvement to FRS 2010

In order to maintain the existing levels of convergence between UK GAAP and IFRS, the ASB has issued Improvement to FRS 2010. It includes amendments to SSAP 25 ‘Segmental reporting’, FRS 8 ‘Related party disclosures’, and FRS 29 (IFRS 7) ‘Financial instruments: Disclosures’. The amendments are effective for accounting periods starting on or after 1 January 2011.

The only amendment that may be relevant to the Welsh FE sector is:

The definition of a related party is proposed to change to:

A related party is a person or entity that is related to the entity that is preparing its financial statements (in this Standard referred to as the ‘reporting entity’).

(a) A person or a close member of that person’s family is related to a reporting entity if that person:

- (i) Has control or joint control over the reporting entity.
- (ii) Has significant influence over the reporting entity.
- (iii) Is a member of the key management personnel of the reporting entity or of a parent of the reporting entity.

UITF ABSTRACT 48 Accounting implications of the replacement of RPI with CPI

This Abstract addresses whether the change in inflation measure from RPI to CPI is a change in assumption or a change in benefit, and subsequently whether the change in value is put through the Income and Expenditure Account or the Statement of Recognised Gains and Losses. The implications from this Abstract were dealt with by all Welsh FE Institutions in the 2009/10 accounts as the UITF was applicable immediately.

International Accounting Standards

For accounting periods beginning on or after 1 January 2005, the UK’s listed companies must use European Union adopted International Accounting Standards in their group financial statements. International Financial Reporting has been applicable for central government departments from 1st April 2009.

FRED 43 Application of Financial Reporting Standards

The Accounting Standards Board (ASB) issued FRED 43 in October 2010. The exposure draft sets out proposals for a three tier reporting framework that requires entities to prepare financial statements in one of the following tiers (an entity may voluntarily elect to adopt a higher tier:

Tier	Accounting Regime	Nature of Entity	Reduced disclosures for:
1	EU-adopted IFRS	Publicly accountable	Qualifying subsidiaries
2	FRSME	Entities without public accountability	Qualifying subsidiaries
3	FRSSE	Smaller entities without public accountability	

NB. Publically accountable for this purpose means entities that have entered a public capital market or they act in a public fiduciary capacity such as banks.

More information can be found at the following link:

http://www.frc.org.uk/asb/technical/projects/project0072.html

It is currently anticipated that most FE Institutions would fall into Tier 2. The new framework was to be effective for accounting periods beginning on or after 1 July 2013, with earlier adoption permitted in FRED 43, making it applicable to the FE sector for the 2013/14 year. However at the ASB meeting on 16 June 2011 the Board tentatively agreed to defer the effective date to 1 January 2014. If this is ratified then IFRS will apply to FE Institutions from the 2014/15 year.

FRED 44 Financial Reporting Standards for Medium Sized Entities (FRSME)

This FRED was published alongside FRED 43. The FRSME is a modified version of IFRS for SMEs, that UK tier 2 entities would adopt, it is adapted to specific UK circumstances, with modifications relating to UK legal compliance and others including:

(a) The replacement of section 29 with IAS 12 ‘Income Taxes’.

(b) The provision of transitional relief for dormant companies.

(c) The introduction of a parent company cash flow statement exemption.

(d) An adjustment to the requirement for preparation of consolidated financial statements (the scope of section 9 of the IFRS for SMEs).

FRED 45 Public Benefit Entities

This exposure draft was published in March 2011, with comments due by 31 July 2011. it sets out proposals for a Financial Reporting Standard for Public

Benefit Entities (FRSPBE) to supplement the FRSME. The FRSPBE will be mandatory for entities that meet the definition of a public benefit entity and prepare accounts under Tier 2 noted above.

A public benefit entity has been defined as:

"An entity whose primary objective is to provide goods or services for the general public, community or social benefit and where any equity is provided with a view to supporting the entity's primary objectives rather than with a view to providing a financial return to equity providers, shareholders or members."

The FRSPBE addresses transactions that are specific to the public benefit entity sector, including:

- Concessionary loans.
- Property held for the provision of social benefits.
- Entity combinations.
- Impairment of assets.
- Funding commitments.
- Incoming resources from non exchange transactions.

More information can be found at the following link:

http://www.frc.org.uk/asb/publications/documents.cfm?cat=3

The ASB is proposing that SORPs will be retained and the Further and Higher Education SORP and the Charities SORP will be updated. At present it is assumed that these will be updated for the 2013/14 year.

Institutions should continue to prepare their financial statements using the principles outlined in the current Further and Higher Education SORP until notified otherwise.