

# O'Connor Pyne & Co. Limited

CHARTERED ACCOUNTANTS & STATUTORY AUDITORS **BUSINESS AND TAX ADVISORS** 

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**FoodCloud Hubs Company Limited by Guarantee** (A company limited by guarantee, not having a share capital)

**Annual Report and Financial Statements** 



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### REFERENCE AND ADMINISTRATIVE INFORMATION

**Directors** 

John Dunphy (Chairman)

Niamh Bushnell Suzanne Delanev

Brendan Dempsey (Resigned 1 March 2019) Ciaran Foley (Appointed 22 October 2018)

Colum Gibson

Joseph Hogan (Appointed 15 May 2018) Ann Keenan (Appointed 6 September 2018)

Eoin MacCuirc Colman O' Keeffe Declan Francis Ryan

**Company Secretary** 

Eoin MacCuirc

**Chief Executive Officer** 

Aoibheann O' Brien

**Charity Number** 

20081652

**Charities Regulatory Authority Number** 

20558

Company Number

514425

Registered Office and Principal Address

Unit 8 Broomhill Business Park,

Broomhill Road, Tallaght,

Dublin 24.

**Auditors** 

O'Connor Pyne & Co. Limited

Chartered Accountants and Statutory Auditors

Joyce House, Barrack Square, Ballincollig, Co. Cork

Bankers

Allied Irish Bank plc.

Tallaght, Dublin 24.

Bank of Ireland, O'Connell Street.

Dublin.

Solicitors

A&L Goodbody

**IFSC** 

North Wall Quay,

Dublin 1.





(A company limited by guarantee, not having a share capital)

#### DIRECTORS' ANNUAL REPORT

for the year ended 31 December 2018

The directors present their Directors' Annual Report, combining the Directors' Report and Trustees' Report, and the audited financial statements for the year ended 31 December 2018.

The financial statements are prepared in accordance with the Companies Act 2014, FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" and Accounting and Reporting by Charities: Statement of Recommended Practice applicable to charities preparing their financial statements in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102).

The Directors' Report contains the information required to be provided in the Directors' Annual Report under the Statement of Recommended Practice (SORP) guidelines. The directors of the company are also charity trustees for the purpose of charity law and under the company's constitution are known as members of the board of trustees.

In this report the directors of FoodCloud Hubs Company Limited by Guarantee present a summary of its purpose, governance, activities, achievements and finances for the financial year 31 December 2018.

The charity is a registered charity and hence the report and results are presented in a form which complies with the requirements of the Companies Act 2014 and, although not obliged to comply with the Statement of Recommended Practice applicable in the UK and Republic of Ireland (FRS 102) (effective 1 January 2015), the organisation has implemented its recommendations where relevant in these financial statements.

The charity is limited by guarantee not having a share capital.

#### Mission, Objectives and Strategy

#### **Mission Statement**

Our mission is to create solutions to redistribute surplus food that reduce food waste, increase social inclusion and inspire communities to take local actions that can create global change.

#### **Objectives**

FoodCloud Hubs exists first and foremost to reduce the environmental, social and economic impact of food waste. We do this by redistributing surplus food to our food charity partners. Our solutions focus on using surplus food as a tool to increase social inclusion. We inspire others through actions that have measurable outputs. We develop innovative and practical solutions that can be activated at a small scale in communities but scaled nationally and globally. We are a social enterprise and aim to create solutions that are financially sustainable.

#### Strategy

There is an opportunity to rescue surplus food and redistribute it to communities in a way that can save money, create jobs, increase social inclusion and protect the environment. Food redistribution is coveted as a business-friendly, environmentally sensitive, socially-responsible alternative to wasting good food. Through analysis of international data, we estimate that there is 25,000 tonnes of surplus food that is suitable for redistribution in Ireland. As a country with a focus on sustainable food production that is committed to implementing the UN SDGs, we believe FoodCloud Hubs, alongside our sister organisation FoodCloud, has the opportunity to put Ireland into a leadership position in creating solutions for surplus food that feed people first. We also believe that there is an opportunity to share the solutions we develop to address food waste with an international community to enable global action.





#### DIRECTORS' ANNUAL REPORT

for the year ended 31 December 2018

#### Structure, Governance and Management

#### Structure

FoodCloud Hubs is a company limited by guarantee, not having a share capital, incorporated in Ireland in 2012 under the Companies Act and registered in Ireland with CRO registration No. 514425. Every member of FoodCloud Hubs undertakes, if necessary on a winding up during the time they are a member or within one year after they cease to be a member, to contribute to the assets of FoodCloud Hubs an amount not exceeding €1. FoodCloud Hubs' governing document is its Constitution. FoodCloud Hubs is a charity registered with the Charities Regulatory Authority, registered charity No: 20081652, and has been granted tax exemption by the Revenue Commissioners in Ireland, registered charitable taxation No: CHY 20558.

FoodCloud Hubs works alongside our sister charity FoodCloud (CRO No.: 531537, CRA No.: 20101398, CHY No.: 21177). FoodCloud and FoodCloud Hubs are currently two separate legal entities. In October 2016 FoodCloud and FoodCloud Hubs (formerly Bia Food Initiative) came together under the same brand with a shared board and developed shared services in the areas of finance, food safety and marketing. This served to support in the achievement of our shared vision, mission and strategic objectives. During 2019 we will work to merge into one legal entity, subject to consultation and approval from the Charity Regulatory Authority, Revenue and all our key funders and stakeholders. The proposed merger will build on the success that both organisations have achieved to date and will support us to optimise operations and further enhance how we serve our partners, improve decision making, financial sustainability and better support our people.

#### Governance

FoodCloud Hubs is governed by a Board of Directors who are responsible for providing leadership, setting strategy and ensuring control. The Board of Directors is committed to maintaining high standards of corporate governance and is on the journey to the Governance Code for the Community and Voluntary Sector. FoodCloud Hubs commencing in 2018, is preparing its annual report and financial statements in full compliance with the Charities SORP (Statement of Recommended Practice under FRS102) and makes the annual report available to the public on our website.

The Board give their time to FoodCloud Hubs on a voluntary basis and receive no remuneration. Out-of-pocket expenses may be reimbursed; however, none were claimed during 2018. The Board ensure that the activities of FoodCloud Hubs are consistent with its charitable objectives and aims. There are clear distinctions between the roles of the Board of Directors and the Executive Management Team, to which day-to-day management is delegated. Matters such as policy, strategic planning, and budgets are drafted by the Executive Management Team for consideration and approval by the Board, who then monitor the implementation of these plans.

The Boards of Directors of FoodCloud and FoodCloud Hubs conducted a board review over the period December 2017 - February 2018 to assess the current level of board effectiveness, performance and corporate governance. The board review was an externally facilitated review with a specialist Board Consultancy firm, Board Excellence, selected to support the Chairman to conduct the review. FoodCloud and FoodCloud Hub's Board of Directors have since implemented the majority of the recommendations from this review and aim to have all recommendations complete by year end 2019.

The Board met nine times during the 2018 and is supported by a board committee structure which deals effectively with specific aspects of the business of FoodCloud Hubs. The board committees in place are the Audit and Finance Committee and the Remuneration Committee.

Directors of the Board are elected by the members of FoodCloud Hubs at the Annual General Meeting. The Board has the power to appoint directors in the interim until the next Annual General Meeting. When recruiting new directors, the Board aims to attract a diverse range of candidates with the skills FoodCloud Hubs needs. Three new board members were recruited in 2018 with expertise in Technology, Food Industry and Logistics and Human Resources.

#### Management

Day to day operations of the organisation are managed by the Chief Executive Officer, who is appointed by the Board. A senior management team of three members report to the Chief Executive Officer; the Chief Operations Officer, Business Development Manager and Charity Network Manager. The management team are supported by 12 staff members who fulfill roles across warehousing, charity support, project coordination and administration. An annual plan and budget is agreed and signed off by the board at the start of each year and progress against the plan is measured and reported to the board on a monthly basis through a detailed board pack and presentation.





(A company limited by guarantee, not having a share capital)

### **DIRECTORS' ANNUAL REPORT**

for the year ended 31 December 2018

#### Review of Activites, Achievements and Performance

**Direct Distribution** - FoodCloud Hubs has three surplus food redistribution hubs in Dublin, Galway and Cork. FoodCloud Hubs rescue large volumes of surplus food from food manufacturers, producers, growers and distributors and redistribute it to charities working in communities across Ireland.

In 2018 FoodCloud Hubs delivered the following impacts;

- 810 tonnes of food redistributed
- 117 food industry partners engaged, including Nestle, Pallas Foods, Glanbia, Hilton, Tesco, Musgrave, Lidl, Aldi and many more.
- 250 charity partners supported
- 675 volunteering opportunities provided

FEAD Programme - In 2018, we continued to work closely with the Department of Employment Affairs and Social Protection as the delivery partner for the Fund for European Aid to the Most Deprived (FEAD) programme nationwide. FoodCloud Hubs role is to procure, store and distribute FEAD products to eligible charities. in 2018 we procured €3,904,091 worth of FEAD product, this resulted in the distribution of 1,312 tonnes of food to a network of over 150 eligible charities across 26 counties.

Employment Creation: FoodCloud Hubs work with the Department of Rural and Community Development to deliver the Community Services Programme (CSP) which aims to create sustainable jobs for those distant from the labour market. In 2018 we grew our team to 17 full time roles across the three Hubs. We also provided 22 TUS and Community Employment (CE) placements.

#### **Financial Review**

The directors report the following significant financial events during the year:

- The surplus for the financial year, after providing for depreciation, amounted to €374,346 (2017: €112,351).
- Total income amounted to €5,683,148 (2017: €3,765,614) and is broken down as follows:
  - o Operational Income was €425,705 (2017: €311,781).
  - o Income from FEAD Programme was €4,354,091 (2017: €2,797,925).
  - o Income from grants and donations was €903,353 (includes €345,768 from CSP and €250,000 from the Social Innovation Fund of Ireland) during the financial year (2017: €655,905).
- Direct expenditure related to (a) the purchase of product specifically for the FEAD programme was €3,904,091 (2017: €2,416,393) and (b) IT services purchased from FoodCloud €0 (2017: €146,563).
- Overhead expenditure was €1,404,713 (2017: €1,090,307). Payroll costs represented 48% of overhead costs in 2018 (2017: 50%).
- The financial results for the year ended 31 December 2018 are shown in the Statement of Financial Activities on page 13.

#### Reserves

The directors have decided to adopt a risk based reserves policy to protect the operational requirements of FoodCloud Hubs from short term disruption to ensure that our partners can continue to operate. FoodCloud Hubs distributed 2,143 tonnes of surplus food and supported over 300 Charities during the year. If FoodCloud Hubs were suddenly unable to operate, the repercussions on our partners would be severe and cause serious problems for our charity partners and the people that they support.

It is the aim of the directors to ensure that reserves are sufficient to ensure that FoodCloud Hubs continues to operate on a going concern basis in order to meet its objectives and that the level of reserves required should take into account the risk around potential rapid changes in major income streams. The directors have decided that FoodCloud Hubs should aim to hold general reserves, after designations, of a minimum of 3 months of committed expenditure, as per Pobal's good practice recommendations.

The end of year reserves are reported as €1,017,060, €983,357 in unrestricted funds that are available for working capital and the continuity of services and €33,703 of restricted funds that are specific to the FEAD programme. Based on the results for the year ended 31st December 2018, FoodCloud Hubs held reserves of 29 weeks.

#### **Financial Results**

At the end of the year the company has assets of €1,225,494 (2017 - €988,736) and liabilities of €208,434 (2017 - €346,022). The net assets of the company have increased by €374,346.





(A company limited by guarantee, not having a share capital)

#### DIRECTORS' ANNUAL REPORT

for the year ended 31 December 2018

#### Principal Risks and Uncertainties

The directors have ultimate responsibility for managing risk and are aware of the risks associated with the operating activities of FoodCloud Hubs. The directors are satisfied that adequate systems of governance, supervision, procedures and internal controls are in place to mitigate the exposure to the major risks and that these controls provide reasonable assurance against such risks. The major risks include financial risks, operational and safety risks, compliance risks and reputational risks.

#### **Future Developments**

The key priorities are as follows:

- FoodCloud Hubs will work with FoodCloud to redistribute 25% of Ireland's surplus food by 2030, an estimated 6,250 tonnes of food annually.
- To achieve this, we aim to grow the impact of our existing Hub solution by 10% year on year.
- FoodCloud Hubs also aims to distribute 1,300 tonnes of food aid annually to charities across Ireland through the FEAD programme in 2019 & 2020.
- We are working to design and implement a project roadmap for new solutions in Ireland that can increase the amount of food we rescue and also engage and inspire others to take action on reducing food waste. In 2019 we are focusing on piloting food recovery at a farm level through our gleaning network.
- FoodCloud Hubs aim to grow our volunteering network, particularly supporting corporate volunteering programmes, in order to grow our impact and to create ambassadors to raise awareness and change behaviours around reducing food waste.

#### Reference and Administrative details

#### **Directors**

The directors who served throughout the year, except as noted, were as follows:

John Dunphy (Chairman)
Niamh Bushnell
Suzanne Delaney
Brendan Dempsey (Resigned 1 March 2019)
Ciaran Foley (Appointed 22 October 2018)
Colum Gibson
Joseph Hogan (Appointed 15 May 2018)
Ann Keenan (Appointed 6 September 2018)
Eoin MacCuirc
Colman O' Keeffe
Declan Francis Ryan

In accordance with the Constitution, the directors retire by rotation and, being eligible, offer themselves for re-election

The secretary who served during the year was Eoin MacCuirc

The Chief Executive Office who served during the year was Aoibheann O'Brien

#### Compliance with Sector-Wide Legislation and Standards

The charity engages pro-actively with legislation, standards and codes which are developed for the sector. FoodCloud Hubs Company Limited by Guarantee subscribes to and is compliant with the following:

- The Companies Act 2014
- The Charities SORP (FRS 102)

#### **Auditors**

The auditors, O'Connor Pyne & Co. Limited, have indicated their willingness to continue in office in accordance with the provisions of Section 380 of the Companies Act 2014.

#### Statement on Relevant Audit Information

There is no relevant audit information of which the statutory auditors are unaware. The directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and they have established that the statutory auditors are aware of that information.





(A company limited by guarantee, not having a share capital)

#### **DIRECTORS' ANNUAL REPORT**

for the year ended 31 December 2018

#### **Compliance Statement**

The directors are responsible for securing the company's compliance with its relevant obligations (compliance with both company and tax law) and with respect to each of the following three items, we confirm that it has/has not been done. We confirm:"

- the existence of a compliance policy statement;
- appropriate arrangements or structures put in place to secure material compliance with the company's relevant obligations;
- a review of such arrangements and structures has taken place during the year

#### **Accounting Records**

To ensure that adequate accounting records are kept in accordance with Sections 281 to 285 of the Companies Act 2014, the directors have employed appropriately qualified accounting personnel and have maintained appropriate computerised accounting systems. The accounting records are located at the company's office at Unit 8 Broomhill Business Park, Broomhill Road, Tallaght, Dublin 24.

Approved by the Board of Directors on 24 April 2019 and signed on its behalf by:

John Dunphy (Chairman

**Eoin MacCuirc** 

Director (





(A company limited by guarantee, not having a share capital)

### DIRECTORS' RESPONSIBILITIES STATEMENT

for the year ended 31 December 2018

The directors are responsible for preparing the financial statements in accordance with applicable Irish law and regulations.

Irish company law requires the directors to prepare financial statements for each financial year. Under the law the directors have elected to prepare the financial statements in accordance with the Companies Act 2014 and FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", applying Section 1A of that Standard, issued by the Financial Reporting Council. 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 assets, liabilities and financial position of the charity as at the financial year end date and of the net income or expenditure of the charity for the financial year and otherwise comply with the Companies Act 2014.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and apply them consistently;
- observe the methods and principles in the Statement of Recommended Practice: Accounting and Reporting by Charities (2015);
- 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 charity will continue in operation.

The directors confirm that they have complied with the above requirements in preparing the financial statements.

The directors are responsible for ensuring that the charity keeps or causes to be kept adequate accounting records which correctly explain and record the transactions of the charity, enable at any time the assets, liabilities, financial position and net income or expenditure of the charity to be determined with reasonable accuracy, enable them to ensure that the financial statements and the Directors' Annual Report comply with Companies Act 2014 and enable the financial statements to be audited. They are also responsible for safeguarding the assets of the charity and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

In so far as the directors are aware:

- there is no relevant audit information (information needed by the charity's auditor in connection with preparing the auditor's report) of which the charity's auditor is unaware, and
- the directors have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the charity's auditor is aware of that information.

Approved by the Board of Directors on 24 April 2019 and signed on its behalf by:

John Dunphy Director

Eoin MacCuiro Director





#### INDEPENDENT AUDITOR'S REPORT

# to the Members of FoodCloud Hubs Company Limited by Guarantee (A company limited by guarantee, not having a share capital)

Report on the audit of the financial statements

#### Opinion

We have audited the charity financial statements of FoodCloud Hubs Company Limited by Guarantee for the year ended 31 December 2018 which comprise the Statement of Financial Activities (incorporating an Income and Expenditure Account), the Balance Sheet, the Statement of Cash Flows and the related notes to the financial statements, including a summary of significant accounting policies set out in note 2. The financial reporting framework that has been applied in their preparation is Irish law and FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", applying Section 1A of that Standard and Accounting and Reporting by Charities: Statement of Recommended Practice applicable to charities preparing their accounts in accordance with FRS 102.

In our opinion the financial statements:

- give a true and fair view of the assets, liabilities and financial position of the the charity as at 31 December 2018 and of its net incoming resources for the year then ended;
- have been properly prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" as applied in accordance with the provisions of the Companies Act 2014 and having regard to the Charities SORP; and
- have been properly prepared in accordance with the requirements of the Companies Act 2014.

#### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (Ireland) (ISAs (Ireland)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the charity in accordance with ethical requirements that are relevant to our audit of financial statements in Ireland, including the Ethical Standard for Auditors (Ireland) issued by the Irish Auditing and Accounting Supervisory Authority (IAASA), and we have fulfilled our other ethical responsibilities in accordance with these requirements. We do not believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for an opinion

#### Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which ISAs (Ireland) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the charity's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

#### Other Information

The directors are responsible for the other information. The other information comprises the information included in the annual report other than the financial statements and our Auditor's Report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

#### Opinions on other matters prescribed by the Companies Act 2014

Based solely on the work undertaken in the course of the audit, we report that:

- in our opinion, the information given in the Directors' Annual Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- in our opinion, the Directors' Annual Report has been prepared in accordance with the Companies Act 2014.

We have obtained all the information and explanations which we consider necessary for the purposes of our audit. In our opinion the accounting records of the charity were sufficient to permit the financial statements to be readily and properly audited. The financial statements are in agreement with the accounting records.





#### INDEPENDENT AUDITOR'S REPORT

### to the Members of FoodCloud Hubs Company Limited by Guarantee

(A company limited by guarantee, not having a share capital)

#### Matters on which we are required to report by exception

Based on the knowledge and understanding of the charity and its environment obtained in the course of the audit, we have not identified any material misstatements in the Directors' Annual Report. The Companies Act 2014 requires us to report to you if, in our opinion, the disclosures of directors' remuneration and transactions required by sections 305 to 312 of the Act are not made. We have nothing to report in this regard.

#### Respective responsibilities

#### Responsibilities of directors for the financial statements

As explained more fully in the Directors' Responsibilities Statement set out on page 9 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 they 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 charity's ability to continue as a going concern, disclosing, as applicable, matters related to the going concern and using the going concern basis of accounting unless management either intends to liquidate the the charity or to cease operations, or has no realistic alternative but to do so.

#### Auditor's responsibilities for the audit of the financial statements

Our responsibility is to conduct an audit of the the charity financial statements in accordance with ISAs (Ireland) and to issue an Auditor's Report, however, because of the matters described in the Basis for disclaimer of opinion paragraph, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on the financial statements.

#### Further information regarding the scope of our responsibilities as auditor

As part of an audit in accordance with ISAs (Ireland), we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the charity's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the charity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our Auditor's Report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our Auditor's Report. However, future events or conditions may cause the the charity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and
  whether the financial statements represent the underlying transactions and events in a manner that achieves fair
  presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.





#### INDEPENDENT AUDITOR'S REPORT

### to the Members of FoodCloud Hubs Company Limited by Guarantee

(A company limited by guarantee, not having a share capital)

#### The purpose of our audit work and to whom we owe our responsibilities

Our report is made solely to the charity's members, as a body, in accordance with Section 391 of the Companies Act 2014. Our audit work has been undertaken so that we might state to the charity'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 any responsibility to anyone other than the charity and the charity's members, as a body, for our audit work, for this report, or for the opinions we have formed.

Conor Pyne for and on behalf of

O'CONNOR PYNE & CO. LIMITED

Chartered Accountants and Statutory Auditors Joyce House, Barrack Square,

Ballincollig,

Co. Cork

24 April 2019





## STATEMENT OF FINANCIAL ACTIVITIES

(Incorporating an Income and Expenditure Account) for the year ended 31 December 2018

Incoming Resources	Notes	Unrestricted Funds 2018 €	Restricted Funds 2018 €	Total 2018 €	Unrestricted Funds 2017 €	Restricted Funds 2017 €	Total 2017 €
Charitable activities Income from Charitable Activities	6.1	699,963	4,983,185	5,683,148	466,401	3,299,213	3,765,614
Total incoming resources		699,963	4,983,185	5,683,148	466,401	3,299,213	3,765,614
Resources Expended					\(\frac{1}{2}\)		
Charitable activities	7.1	325,617	4,983,185	5,308,802	354,050	3,299,213	3,653,263
Net incoming/outgoing resources before transfers		374,346	-	374,346	112,351	-	112,351
Gross transfers between funds		(2,110)	2,110	-	(7,761)	7,761	-
Net movement in funds for the year		372,236	2,110	374,346	104,590	7,761	112,351
Reconciliation of funds Balances brought forward at 1 January 2018	17	611,121	31,593	642,714	506,531	23,832	530,363
Balances carried forward at 31 December 2018		983,357	33,703	1,017,060	611,121	31,593	642,714

The Statement of Financial Activities includes all gains and losses recognised in the year. All income and expenditure relate to continuing activities.

Approved by the Board of Directors on 24 April 2019 and signed on its behalf by:

John Dunphy (Chairman) Director

**Eoin MacCuirc** Director





#### **BALANCE SHEET**

as at 31 December 2018

		2018	2017
Fixed Assets	Notes	€	€
Tangible assets	13	239,661	278,482
Current Assets			
Debtors Cash and cash equivalents	14	101,335 884,498	119,398 590,856
		985,833	710,254
Creditors: Amounts falling due within one year	15	(208,434)	(346,022)
Net Current Assets		777,399	364,232
Total Assets less Current Liabilities		1,017,060	642,714
Funds			-
Restricted funds General fund (unrestricted)		33,703 983,357	31,593 611,121
Total funds	17	1,017,060	642,714

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime and in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", applying Section 1A of that Standard.

Approved by the Board of Directors on 24 April 2019 and signed on its behalf by:

John Dunphy (Chairman) Director

**Eoin MacCuirc** Director





# FoodCloud Hubs Company Limited by Guarantee STATEMENT OF CASH FLOWS for the year ended 31 December 2018

Cash flows from operating activities Net movement in funds	Notes	2018 €	2017 €
Adjustments for: Depreciation		374,346 82,517	72,714
Movements in working capital: Movement in debtors Movement in creditors		456,863 18,063 (137,588)	185,065 (25,981) (216,555)
Cash generated from operations		337,338	(57,471)
Cash flows from investing activities Payments to acquire tangible assets		(43,696)	(69,599)
Net increase in cash and cash equivalents Cash and cash equivalents at 1 January 2018		293,642 590,856	(127,070) 717,926
Cash and cash equivalents at 31 December 2018	20	884,498	590,856





### NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2018

#### 1. GENERAL INFORMATION

FoodCloud Hubs Company Limited by Guarantee is a company limited by guarantee incorporated in the Republic of Ireland. The registered office of the company is Unit 8 Broomhill Business Park, Broomhill Road, Tallaght, Dublin 24., which is also the principal place of business of the company The financial statements have been presented in Euro (€) which is also the functional currency of the company.

#### 2. ACCOUNTING POLICIES

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the charity's financial statements.

#### Basis of preparation

The financial statements have been prepared under the historical cost convention. The financial statements have been prepared in accordance with the Statement of Recommended Practice (SORP) "Accounting and Reporting by Charities preparing their accounts in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102) (effective 1 January 2015)", Irish statute comprising the Companies Act 2014 and FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", applying Section 1A of that Standard.

The charity has applied the Charities SORP on a voluntary basis as its application is not a requirement of the current regulations for charities registered in the Republic of Ireland.

#### **Incoming Resources**

Income represents operational income, donations and grant income received in the period.

Voluntary income or capital is included in the Statement of Financial Activities when the charity is legally entitled to it, its financial value can be quantified with reasonable certainty and there is reasonable certainty of its ultimate receipt.

Income received in advance of due performance under a contract is accounted for as deferred income until earned. Grants for activities are recognised as income when the related conditions for legal entitlement have been met. All other income is accounted for on an accruals basis.

#### Resources Expended

All resources expended are accounted for on an accruals basis. Charitable activities include costs of services and grants, support costs and depreciation on related assets. Non-staff costs not attributed to one category of activity are allocated or apportioned pro-rata to the staffing of the relevant service. Finance, HR, IT and administrative staff costs are directly attributable to individual activities by objective. Governance costs are those associated with constitutional and statutory requirements.

#### **Grant Income Policy**

Capital grants received and receivable are treated as deferred income and amortised to the balance sheet annually over the useful economic life of the asset to which it relates. Revenue grants from the Government and other donors are recognised as income when the entitlement to the grant income is met. Income from grant agreements which are dependent on the provision of specific activities as per the grant agreement (performance related grants) are recognised when the activity has been undertaken.

The proportion of the grant that relates to the activities not yet undertaken is classified as deferred income and is shown in creditors. Income due but not yet received at the year end is included in Debtors.

#### **Deferred Income**

Deferred income represents funds received in advance for services provided by the charity post year end and grants received for projects which were not completed by the year end date.

#### Stock

The majority of stock held relates to FEAD product which has been provided free of charge to Department of Employment Affairs and Social Protection approved charities. Therefore no value has been attributed to stock held at the year end.

#### Restricted funds

Restricted funds are funds which are to be used in accordance with specific restrictions imposed by grantors/donors or which have been raised by the company for particular purposes. The costs of raising and administering such funds are charged against the specific fund. Restricted funds relate to assets and liabilities used for a specific purpose which is requested by a grantor or a donor in either a contract or other form of constructive request.





(A company limited by guarantee, not having a share capital)

### NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2018

continued

#### **Designated funds**

Designated funds are funds which are available for use at the discretion of the Directors in the furtherance of the general objectives of the company. The Directors can designate part or all of the unrestricted funds for specific purpose. These designations have administrative purpose only, and do not legally restrict the board discretion to apply that fund.

#### Pay policy for senior staff

The Directors consider the board of Directors, who are the Charity's trustees and the senior management team comprise the key management personnel of the charity in charge of directing and controlling the day to day operations.

The pay of senior staff is reviewed annually.

#### Pensions

The company operates a defined contribution pension scheme for employees. The assets of the scheme are held seperately from those of the company. Annual contributions payable to the company's pension scheme are charged to the income and expenditure account in the period to which they relate.

#### **Donated Goods and Services**

Gifts in kind have been included in the notes to the accounts at an amount equivalent to that which the Charity would have had to pay to purchase the donated facilities. During the year the Social Innovation Fund of Ireland provided non financial support of €15,942 (2017: €49,210).

#### Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost or at valuation, less accumulated depreciation. The charge to depreciation is calculated to write off the original cost or valuation of tangible fixed assets, less their estimated residual value, over their expected useful lives as follows:

Warehouse office fit-out - 10% Straight line
Fixtures, fittings and equipment - 15% Straight line
Motor vehicles - 20% Straight line
Computer equipment - 33% Straight line

The carrying value of tangible fixed assets are reviewed annually for impairment in periods if events or changes in circumstances indicate the carrying value may not be recoverable.

#### Trade and other Debtors

Debtors are recognised at the settlement amount due after any discount offered. Prepayments are valued at the amount prepaid net of any trade discounts due. Income recognised by the the charity from government agencies and other co-funders, but not yet received at year end, is included in debtors.

#### **Trade and other Creditors**

Trade and other creditors are initially recognised at fair value and therefter stated at amortised cost using the effective interest rate method, unless the effect of discounting would be immaterial, in which case they are stated at cost.

#### Cash at bank and in hand

Cash at bank and in hand comprises cash on deposit at banks requiring less than three months notice of withdrawal.

#### Taxation

The company is exempt from taxation under the Charitable Exemption provisions of Section 207, Taxes Consolidation Act, 1997.

#### Foreign currencies

Monetary assets and liabilities denominated in foreign currencies are translated at the rates of exchange ruling at the balance sheet date. Transactions, during the year, which are denominated in foreign currencies are translated at the rates of exchange ruling at the date of the transaction. The resulting exchange differences are dealt with in the Statement of Financial Activities.





### NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2018

continued

#### SIGNIFICANT ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY 3.

The following are the critical judgements and estimates that the Trustees have made in the process of applying the Charity's accounting policies and that have the most significant effect on the amounts recognised in the financial statements:

Depreciation and useful lives of tangible fixed assets

The depreciation rates are based on the expected useful lives of the relevant assets. The estimates and underlying assumptions are reviewed on an ongoing basis and could have a material impact on both the results for the year and the financial position if altered.

4.	POBAL INCOME AND EXPENDITURE	2018 €	2017 €
	Community Services Programme Income Payroll costs	345,768 (345,768)	308,014 (308,014)
		-	_

#### **GOING CONCERN** 5.

The Board of Directors have a reasonable expectation, having made appropriate enquiries, that the company has adequate resources to continue in operational existence for the foreseeable future. For this reason, they continue to operate the going concern basis in preparing the financial statements.

6. 6.1	INCOME CHARITABLE ACTIVITIES	U	nrestricted Funds €	Restricted Funds €	2018 €	2017 €
	FEAD Programme Pobal- CSP Income Donations Operational Income Other grant income		23,468 425,705 250,790 699,963	4,354,090 345,768 76,671 206,656 4,983,185	4,354,090 345,768 100,139 425,705 457,446 5,683,148	2,797,925 281,095 66,325 311,784 308,485
7. 7.1	EXPENDITURE CHARITABLE ACTIVITIES	Direct Costs €	Other Costs €	Support Costs €	2018 €	2017 €
	FEAD Programme Direct Distribution (Hubs) Governance Costs (Note 7.3)	3,904,091	403,037 942,973	32,725 8,181 17,795	4,339,853 951,154 17,795	2,758,701 881,724 12,838
		3,904,091	1,346,010	58,701	5,308,802	3,653,263
7.2	SUPPORT COSTS		Charitable Activities €	Governance Costs €	2018 €	2017 €
	Payroll costs Audit and Payroll Fees		40,291 615	11,891 5,904	52,182 6,519	38,844 10,186
			40,906	17,795	58,701	49,030





### NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2018

continued

7.3	GOVERNANCE COSTS	Direct Costs €	Other Costs €	Suppor Costs €	6	2017
	Charitable activities - governance costs	•		17,795	17,795	12,838
8.	ANALYSIS OF SUPPORT COSTS	,				
			Support 2018 €	Support 2017 €		nt
	Payroll costs		52,182	38,844	Employee time	
	Audit and Payroll Fees		6,519	10,186	based on time Fees are charged service level a	ged based on
			58,701	49,030		
9.	NET INCOMING RESOURCES				2018	2017
	Net Incoming Resources are stated after charging/(crediting):				€	€
	Depreciation of tangible assets				82,517 ———	72,714

#### 10. **EMPLOYEES AND REMUNERATION**

#### Number of employees

The average number of persons employed (including executive directors) during the year was as follows:

	2018 Number	2017 Number
Administration Warehouse Operatives	9	8
	17	14
The staff costs comprise:	2018 €	2017 €
Wages and salaries Social security costs Pension costs	600,773 64,587 5,167	489,604 51,803
	670,527	541,407

#### 11. **EMPLOYEE BENEFITS**

The number of employees whose total employee benefits (excluding employer pension costs) for the reporting period fell within the bands below were:

	Number of Employees	Number of Employees
€60,001- €70,000	2	2

Remuneration includes basic pay and excludes employer pension and PRSI contributions.





### NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2018

continued

12.	KEY MANAGEMENT PERSONNEL REMUNERATION	2018 €	2017 €
	Wages and Salaries Employer Pension Costs	175,773 1,892	131,194 -
		177,665	131,194

Included above is the salary of the Chief Executive Officer, Chief Operations Officer and Business Development Manager.

The CEO and all employees can opt to join the defined contribution pension scheme that was introduced in September 2018. The employer will match employee contributions up to a maximum of 5% of pensionable

None of the members of the Board received remuneration for their services. No board member claimed travel expenses during the year.

#### 13. **TANGIBLE FIXED ASSETS**

		Warehouse office fit-out	Fixtures,	Motor	Computer equipment	Total
			fittings and equipment	vehicles		
		€	€	€	€	€
	Cost					
	At 1 January 2018	50,578	304,627	80,822	17,410	453,437
	Additions	20,362	7,934	15,400	,_	43,696
	At 31 December 2018	70,940	312,561	96,222	17,410	497,133
	Depreciation					
	At 1 January 2018	16,066	126,380	20,164	12,345	174,955
	Charge for the year	7,094	46,884	23,865	4,674	82,517
	3			20,000	4,074	02,517
	At 31 December 2018	23,160	173,264	44,029	17,019	257,472
	Net book value					
	At 31 December 2018	47,780	139,297	52,193	391	239,661
	At 31 December 2017	34,512	178,247	60,658	5,065	278,482
14.	DEBTORS				2018	2017
					€	€
	Trade debtors				22.752	E9 E69
	Amounts owed by connected partie	s (Note 19)			22,752	58,568
	Other debtors	( , , , , , , , , , , , , , , , , , , ,			25.797	1,172 25,797
	Prepayments				52,786	33,861
	The second secon				52,700	
					101,335	119,398





## NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2018

continued

15.	CREDITORS Amounts falling due within one year	2018 €	2017 €
	Trade creditors Amounts owed to connected parties (Note 19) Taxation and social security costs FEAD Product Creditors and Deferred Income (Note 21) Accruals Deferred Income (Including Pobal CSP Funds)	39,676 1,450 14,781 67,390 19,836 65,301	20,705 16,418 84,058 12,168 212,673
		208,434	346,022

Included in Deferred Income is Pobal CSP Funds in the amount of €9,442 (2017: €57,562).

#### 16. STATE FUNDING

#### Pobal

Community Services Pobal

FoodCloud Hubs work with the Department of Rural and Community Development to deliver the Community Services Programme (CSP) which aims to create sustainable jobs for those distant from the labour market. FoodCloud Hubs has created 16 full time employment opportunities through the CSP. Revenue grant funding was received from Pobal under the Community Services Programme, to cover the pay and general administration of certain staff members. This funding is specifically restricted for this purpose and is dependent on the organisation maintaining the staff numbers as set out in the grant agreements.

The funding is also dependent on the organisation maintaining valid Tax Clearance and the company has complied in full with this criteria.

The company has not received any Capital Grants under this programme.

The total amount per the financial statements for the year ended 31 December 2018 is €345,768.

# Department of Employment, Affairs and Social Protection

**FEAD Product Income** 

Foodcloud Hubs CLG is the delivery partner for the nationwide availability of the food element of the FEAD Programme in Ireland.

FEAD Product Income is specifically restricted to payments to suppliers for FEAD product delivered to Foodcloud Hubs CLG. 100% of the income received for FEAD Product is used to purchase product which is delivered to the Foodcloud Hubs CLG warehouses and collected by the charities.

Foodcloud Hubs CLG is due to deliver the food element of the FEAD Programme from 2016 to 2020.

The total amount per the financial statements for the year ended 31 December 2018 is €3,904,090.





# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2018

continued

# Department of Employment, Affairs and Social Protection

**FEAD Operational Income** 

FEAD Operational Income is provided to cover the costs of delivering the food element of the FEAD Programme in Ireland and relate to project coordination, procurement, storage and associated costs.

Foodcloud Hubs CLG is due to deliver the food element of the FEAD Programme from 2016 to 2020.

The total amount per the financial statements for the year ended 31 December 2018 is €450,000.

17. 17.1	FUNDS RECONCILIATION OF MOVEMENT	T IN FUNDS		Unrestricted Funds	Restricted Funds €	· iotai
	At 1 January 2017 Movement during the financial year			506,531 104,590	23,832 7,761	530,363 112,351
	At 31 December 2017 Movement during the financial year			611,121 372,236	31,593 2,110	642,714 374,346
	At 31 December 2018			983,357	33,703	1,017,060
17.2	ANALYSIS OF MOVEMENTS ON F	UNDS				
		Balance 1 January 2018	Incoming resources	Resources expended	Transfers between funds	Balance 31 December 2018
	Restricted income	€	€	€	€	2018
	Restricted Funds	31,593	4,983,185	(4,983,185)	2,110	33,703
	Unrestricted income				9	
	Unrestricted Funds Designated Unrestricted Funds General	611,121	250,790 449,173	(250,790) (74,827)	(2,110)	983,357
		611,121	699,963	(325,617)	(2,110)	983,357
	Total funds	642,714	5,683,148	5,308,802		1,017,060
17.3	ANALYSIS OF NET ASSETS BY FUND					
			Fixed assets - charity use	Current assets	Current liabilities	Total
	Restricted funds		€	€ 120,535	<b>€</b> (86,832)	<b>€</b> 33,703
	Unrestricted general funds		239,661	865,298	(121,602)	983,357
			239,661	985,833	(208,434)	1,017,060





# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2018

continued

#### 18. STATUS

The charity is limited by guarantee not having a share capital.

The liability of the members is limited.

Every member of the company undertakes to contribute to the assets of the company in the event of its being wound up while they are members, or within one year thereafter, for the payment of the debts and liabilities of the company contracted before they ceased to be members, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves, such amount as may be required, not exceeding € 1.

### 19. RELATED PARTY TRANSACTIONS

As permitted by the Companies Act 1990 the charity had transactions with other connected parties. The following amounts are receivable at the year end:

	Balance 2018 €	Movement in year €	Balance 2017 €	Maximum in year €
Foodcloud =		(1,172)	1,172	1,172
The following amounts are due to other connected par	ties:		2018 €	2017 €
Foodcloud			1,450	
Net balances with other connected parties:			2018 €	2017 €
Foodcloud			(1,450)	1,172

Foodcloud is a charity under common directorship with Foodcloud Hubs Company Limited by Guarantee. During the year ended 31 December 2018, the following was transacted between both companies:

1. Foodcloud crosscharged expenses to Foodcloud Hubs CLG in the amount of €16,928.

2. Foodcloud invoiced Foodcloud Hubs CLG for shared Resources represents 50% of the salary and pension costs for a) Food Safety, b) Communications & Marketing, and c) Finance & Governance provided during the year in the amount of €108,686.

3. (a) FoodCloud Hubs CLG charged FoodCloud for shared resources provided during the year in the amount of €42,200.

(b) FoodCloud CLG paid FoodCloud €80,782 for shared services during the year.

At the balance sheet date €1,450 remained owing to Foodcloud and is disclosed in Creditors as amounts owed to connected parties.

At the 31 December 2017, €1,172 remained owing by Foodcloud and is disclosed in Debtors as amounts owed by connected parties.

This is a trading balance payable on demand.

20.	CASH AND CASH EQUIVALENTS	2018 €	2017 €
	Cash and bank balances	884,498	590,856
	Restricted bank balances	116,594	163,375





# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2018

continued

### 21. FEAD PRODUCT AND OPERATIONAL INCOME

FoodCloud Hubs CLG is the delivery partner for the nationwide availability of the food element of the FEAD Programme in Ireland (Fund for European Aid to the most Deprived). FoodCloud Hubs CLG is responsible for the procurement, storage and coordination by charities of the FEAD product for this programme.

FoodCloud Hubs receives grant funding for:

(i) FEAD Product Income, the use of which funding is specifically restricted to payments to suppliers for FEAD product delivered to FoodCloud Hubs and which is accounted for as Income- FEAD Product grant income. During the year an amount of €3,935,000 was received of which €3,904,091 was utilised for FEAD products purchases. The balance of €61,721 (2017: €30,812) is recognised as deferred income. (Note 16)

100% of the income received for FEAD Product is used to purchase product which is delivered to the FoodCloud Hubs warehouses and collected by the charities.

(ii) FEAD Operational Income, the use of which funding is to cover the costs of delivering the food element of the FEAD Programme in Ireland and relate to project coordination, procurement, storage and associated costs.

During the year the following movements occurred:

FEAD Operational Income Monies received in 2017 for 2018 Monies received in 2018 for 2019 Funds due at year end 31 December 2018 Funds due at year end 31 December 2017	€450,000 €47,615 €5,669 €3,552 (Included in Note 14)
Funds due at year end 31 December 2017	€9,838 (Included in Note 14)

#### 22. PENSION

The charity operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. Pension costs amounted to €5,167 (2017: €nil).

#### 23. POST-BALANCE SHEET EVENTS

There have been no significant events affecting the Charity since the year-end.

#### 24. ULTIMATE CONTROLLING PARTY

The charity is ultimately controlled by the Board of Directors.

### 25. APPROVAL OF FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the Board of Directors on 24 April 2019.





# FOODCLOUD HUBS COMPANY LIMITED BY GUARANTEE

(A company limited by guarantee, not having a share capital)

SUPPLEMENTARY INFORMATION

RELATING TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2018

NOT COVERED BY THE REPORT OF THE AUDITORS





# FoodCloud Hubs Company Limited by Guarantee (A company limited by guarantee, not having a share capital) SUPPLEMENTARY INFORMATION RELATING TO THE FINANCIAL STATEMENTS **OPERATING STATEMENT**

	Schedule	2018	2017 €
Income Cost of generating funds	1	5,683,148 (3,904,091)	3,765,614 (2,562,956)
Gross surplus		1,779,057	1,202,658
Charitable activities and other expenses	2	(1,404,711)	(1,090,307)
Net surplus		374,346	112,351



# FoodCloud Hubs Company Limited by Guarantee (A company limited by guarantee, not having a share capital) SUPPLEMENTARY INFORMATION RELATING TO THE FINANCIAL STATEMENTS SCHEDULE 1 : COST OF GENERATING FUNDS

Cost of Generating Funds FEAD product purchases IT services purchased	2018 €	2017 €
	3,904,091	2,416,393 146,563
	3,904,091	2,562,956



# FoodCloud Hubs Company Limited by Guarantee (A company limited by guarantee, not having a share capital) SUPPLEMENTARY INFORMATION RELATING TO THE FINANCIAL STATEMENTS SCHEDULE 2: CHARITABLE ACTIVITIES AND OTHER EXPENSES

Social security costs       64,587         Staff defined contribution pension costs       5,167         Facility costs for Hubs in Dublin, Cork and Galway       104,368         Rent       170,970       1         Communications and IT       26,099       1         Shared resources (See Note 19)       108,685       1         Administrative Costs       73,213       1         Transport costs       88,441       1         Marketing and Branding       17,611       1         Travel expenses       38,934       2         Professional fees       23,346       2	2017 €
	489,604 51,803 90,865 163,375 23,284 48,038 42,287 45,889 6,040 22,485 35,055 72,714
<b>1,404,711</b> 1,09	1,090,307

