THE BARING FOUNDATION REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

Company number 950696 Charity number 258583

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Status The organisation is a charitable company limited by guarantee, incorporated on 25 March

1969 and registered as a charity on 31 July 1969.

Governing Document The company was established under a memorandum of association which established the

objects and powers of the charitable company and is governed by its articles of association.

Company Number 950696 **Charity Number** 258583

Registered Office and 8-10 Moorgate

Operational Address London EC2R 6DA

Honorary officers Lucy de Groot CBE Chair

Shauneen Lambe Vice Chair (until June 2023)
Dr Rob Berkeley MBE Vice Chair (from June 2023)

Ashley Coombes Treasurer
David Cutler Secretary

Principal Staff David Cutler Director

David Sampson Deputy Director

Bankers Royal Bank of Scotland

Bolton Customer Services

P.O. Box 2027 Parklands

De Havilland Way Bolton BL6 4YU

Solicitors Bates Wells

10 Queen Street Place

London EC4R 1BE

Auditors Haysmacintyre LLP

Chartered Accountants and Statutory Auditors

10 Queen Street Place

London EC4R 1AG

Investment Managers Baillie Gifford & Co. Charities Property Fund

Calton Square Savills Investment Management

1 Greenside Row 33 Margaret Street Edinburgh EH1 3AN London W1G 0JD

The trustees present their report and the audited financial statements for the year ended 31 December 2022. The trustees who served during the year and up to the date of this report were as follows:

Asif Afridi Chair of the Strengthening Civil Society Committee (until June

2023)

Victoria Amedume MBE Chair of the Arts Committee

Dr Rob Berkeley MBE Ashley Coombes

Lucy de Groot CBE Chair of the Board and Chair of the Nominations Committee

David Elliott (until June 2023)

Andrew Hind CB (until June 2022)

James Jenkins Chair of the Investment Committee

Poonam Joshi (until May 2022) Chair of the international Committee (Until May 2022)

Shauneen Lambe Chair of the Strengthening Civil Society Committee (from June

2023)

Dipuo Virginia Magwaza (from March 2022)

Pontso Mafethe (from June 2022) Chair of the International Committee (from June 2022)

Toby Nangle (from June 2023)

Jillian Popkins

Rhys Pullen Chair of the Audit Committee

Judith Robertson (from June 2022)

Sam Thorne

Emebet Wuhib-Mutungi

Reference and administrative information set out on page one forms part of this report. The financial statements comply with current statutory requirements, the memorandum and articles of association and the Statement of Recommended Practice, Accounting and Reporting by Charities (Second Edition, effective 1 January 2019), and the Companies Act 2006.

Purpose and values

The Baring Foundation was set up in 1969. It is a registered charity and company limited by guarantee governed by its memorandum and articles of association. It may use its capital and income to make grants "to such charities or for such charitable purposes" as trustees determine. The Foundation derives its income from a diversified investment portfolio.

The following purpose and values statement was adopted by trustees in December 2018:

We are an independent foundation which protects and advances human rights and promotes inclusion. We believe in the role of a strong, independent civil society nationally and internationally. We use our resources to enable civil society to work with people experiencing discrimination and disadvantage and to act strategically to tackle the root causes of injustice and inequality.

- We seek to build positive, purposeful partnerships with grant recipients, grantmakers and others in order to work together for socially just change.
- We use our funds to strengthen civil society, responding creatively, flexibly and pragmatically.
- We add value to our work by encouraging the development and communication of knowledge and evidence.
- We aim to be as accessible as possible within clear programme guidelines, treating grant-seekers and grant recipients with courtesy and respect.
- We help to create enduring change both in the lives of those served by the work we are funding and by building the capacity of organisations to become more sustainable and resilient. The UN Sustainable Development Goals (SDGs) provide a framework for our work.
- We believe in the importance of 'speaking truth to power' and use the independence and influence we have to amplify the views of civil society and the people it serves.

Structure, governance and management

The trustees of the charity are members of the Board of the Foundation and are directors under the Companies Act 2006. The current members appoint new trustees. Every three years trustees retire from office at the AGM but are eligible for reelection, currently subject to a maximum term of 12 years.

At the Board and AGM in June 2022 Pontso Mafethe and Judith Robertson were elected as Members of the Board. The appointment, in March 2022, of Dipuo Virginia Magwaza as a Member of the Board was noted. Rob Berkeley, Rhys Pullen and Emebet Wuhib-Mutungi retired by rotation and were re-elected as Members of the Board. In June 2022 Andrew Hind retired from the Board and Poonam Joshi resigned from the Board.

Trustees invite suitably qualified and experienced people to consider nomination as a trustee. A trustees' skills audit is undertaken from time to time to identify ways in which the Board could be strengthened. On appointment trustees are given an induction pack and are offered one or more briefing meetings with the Director and/or Chair.

Trustees are responsible for all decisions on the Foundation's policy and grants. In 2022 the Board had seven subcommittees; three for grant programmes, Investment, Audit, Remuneration and Nominations.

Structure, governance and management (con't)

All trustees give their time voluntarily and receive no benefits from the charity. Any expenses reclaimed from the charity are set out in note 5 to the accounts.

Trustees have carefully considered the Charity Governance Code, concluding that they satisfactorily comply with its advice overall though choosing to depart from it on two issues. Firstly, they retain a maximum board strength of 15 (rather than the recommended maximum of 12) as they believe the many different fields requiring expertise merit a larger board. Secondly, they retain an upper limit of 12 years tenure in renewable three year periods for trustees (rather than the recommended maximum of 9 years). This is due to the belief that the turnover on a large board is sufficient and the long time scale of our grant programmes and investment strategy benefits from this potential longevity.

The Foundation employs six staff who adopt a hybrid working approach working from office accommodation in central London generously provided pro bono by ING bank and home locations.

Objectives and activities

The Foundation agreed a total of 93 new grants during the year to the value of £3,334,240 (see note 8). These were: 10 Arts and Mental Health programme grants totaling £376,261; 14 Arts and Mental Health Racial Justice grants totaling £700,338; 6 International Development grants totaling £1,149,682,11 Strengthening Civil Society programme grants totaling £884,389 and four Strengthening Civil Society Racial Justice grants totaling £137,000. Two grants, which were outside the above-mentioned programmes, were made totaling £20,000. In addition to this the Foundation made 46 grants to existing grantees, over all the grant programmes, as an extra payment to cover costs relating to increasing inflation, totalling £66,570.

Of those 93 grants agreed during 2022, £1,495,437 had been paid by the end of the year; a further £2,111,671 was paid as a result of grant decisions made in previous years.

The Foundation is a member of 360 Giving and a Living Wage Funder, as part of an ongoing review of our ways of working as a grantmaker.

Our approach to grant making is bespoke to each grant programme and the opportunities which we see as available in each field. These circumstances change over time and our approach will continue to evolve. This means that we do not have a default approach, such as always funding core costs or projects, short or long term, restricted or unrestricted, but carefully consider specific needs in liaison with civil society organisations. The main initiative we took this year was to make top up grants to current grantees now experiencing much higher rates of inflation than anticipated when we first funded their work. After the unwelcome interlude of Covid and lockdowns we welcomed being in more personal touch with grantees through visits including to Africa and events. We organised a three day residential for our Strengthening Civil Society grant partners and an all day gathering at the splendid new theatre, Brixton House for arts partners.

The main focus of our Arts programme continued to be people living with mental health problems (our programme starting in 2020) as well as very occasional funding for older people, including those in care homes and those living with dementia (our legacy programme). Arts and mental health is a complex field with many actors and issues and we are early on in a journey to better understand how we can support the sector. In 2020 the trustees initiated a process to further emphasise our commitment to racial equity across all our work. In the arts in 2021 this resulted in a work stream called 'Creatively Minded and Ethnically Diverse' starting with a research report on how well arts and mental health serves people from ethnically diverse communities. This year through an open grant round we made 13 grants to Global Majority Led arts organisations to diversify the creative health workforce, building on the 25 grants we made last year to anti-racist orgaisations. While most of our funding was spent in this way, a small number of other strategic grants were given. We match funded Creative Scotland, alongside ongoing partnership funds from previous years to the Greater London Authority and the Arts Council Wales. Among other publications in this area we launched Creatively Minded and at the Museum, updated our Directory and commissioned research into creativity with people with severe and enduring mental health problems as well a report on the field called "From Surviving to Thriving". As regards our smaller legacy programme, we have a number of ongoing grants from our arts and older people programme that ran from 2010 to 2019. This work stretches across the UK and includes a grant to set up a new sector support body in England hosted by Manchester Museums, called the Creative Ageing Development Agency. We funded a funded a national Arts in Care Homes Day and published a report on the need for a systems approach to arts in care homes called "Every Care Home A Creative Home". Through the generous help of the Finnish Institute we were involved in a four nations tour of the UK and Ireland showcasing creative ageing in Finland.

Our International Programme since 2014 has focused on the rights of Lesbian Gay Bisexual Transgender and Intersex (LGBTI) people, especially women, in Africa. These groups do important work on very little funds and have been almost invisible in the humanitarian response to the pandemic while suffering greatly including through scapegoating and attacks. We published an independent review of the first five years of our funding as well as an additional review through the lens of anti-colonialism and anti-racism. These underpinned our refreshed strategy. Throughout the year we maintained our funding to African civil society through our three regional partners in East, West and Southern Africa, including by awarding over £1 million to The Other Foundation (Southern Africa) and ISDAO (West Africa). This was also the third year of a multi-year partnership with the Astraea Lesbian Foundation for Justice. Alongside these significant partnerships, a small amount of funding supports UK and international organisations to encourage greater funding to LGBTI human rights defenders in Africa. We were disappointed by the cancellation by the Government of a major international conference to be held in London on LGBTI rights which we hoped would mark a new level of commitment to funding in this area. However we have continued to advocate the need for the Government to make a more proportionate contribution to this field as set out in our report The Safe To Be Me Fund.

As in previous years, our Strengthening Civil Society Programme funds voluntary organisations to use the law for positive change especially in tackling discrimination and disadvantage. This programme benefits from the support of the Legal Education Foundation and the Esmée Fairbairn Foundation. Our conviction as to the centrality of expert legal organisations or 'hubs' working with other voluntary organisations was given expression through awarding four continuation grants to current hub grant partners. Secondly we focused on racial inequity within the criminal justice system to make four new grants to anti-racist organisations to add to 13 last year. We have given a major grant to the Law Centres Network to develop a project to support law centres to adopt the hub model of social change in Liverpool, Ipswich and Chesterfield. In Scotland we have given a significant grant to the Human Rights Consortium to develop a strong collective civil society voice for a human rights framework, while in England we remained concerned regarding potential threats to our current human rights legislation.

Full details of the Foundation's programmes and of the grants agreed during 2022 are published on the Foundation's website (www.baringfoundation.org.uk) and are provided in the Report on Activities which has been published separately and reports on what the charity has achieved and the outcomes of its work

Achievements and performance in the delivery of public benefit

The trustees have referred to the Charity Commission's general guidance on public benefit when reviewing the charity's aims and objectives and in planning its future activities. In particular, the trustees consider how planned activities will contribute to the aims and objectives that have been set.

The Foundation has a broad social objective and employs a range of monitoring and evaluation techniques in an attempt to assess its impact. These range from a light touch self-assessment for a small grant to an independent expert assessment for large grants or programmes of grants. The results of all evaluations are reported to the trustees.

The trustees are satisfied from this information that the work funded by the Foundation remains highly in demand and serves important needs in strengthening voluntary organisations which support people experiencing discrimination and disadvantage.

In addition to the activities reported above, the Foundation seeks to be an engaged grantmaker by finding ways it can add value to the work of the organisations which it funds. The lessons derived through grantmaking are regarded as a major outcome in their own right. The Foundation frequently commissions or writes publications on areas relating to its grant programmes.

Financial review

The Trustees follow a total return strategy both for the management of the Foundation's investment portfolio and for determining the amount available each year to fund the grants programmes and meet expenses. This amount includes both income arising from the portfolio and an element of capital growth. The objective is to at least sustain the real value of grant distributions and the long-term real value of the investment fund. To that end we budget income each year on the basis of a distribution from the portfolio equal to a percentage of the rolling average value of the investment funds over the preceding 12 quarters. From 2020 to 2021 that percentage was 3.77% p.a. and from 2022 the budget distribution increased to 4.2% p.a. From 2013 to 2021, to meet our cash requirements, our principal fund manager has distributed 3.5% of the current value of the portfolio each year in quarterly instalments; from 2022 this increased to 4%.

Calendar year 2022 was an unusual year for many reasons and one that led the investment portfolio to suffer very disappointing performance. Even though equity markets did start to stabilise, and to recover lost ground in the final quarter of the year, in aggregate, it was an extremely difficult year for nearly all investment asset classes.

The MSCI World registered a decline of 8.4%, the S&P 500 also fell 8.4%, MSCI Europe fell 8.2%, Topix Japan fell 4.0%, MSCI Emerging Markets fell 10.2%, and, amongst the major global indices, only the FTSE All Share managed to post a positive return, but even that was fairly miserable, rising only 0.3% (all in Sterling terms). From a sector perspective only the energy sector managed to post positive returns as the turmoil in global energy markets drove investors to hedge themselves against losses across most other sectors. And if the risk-off mood of equity markets was understandable, particularly in light of the Russian invasion of Ukraine, it was the even worse performance of supposedly lower risk fixed income assets like gilts and corporate bonds, falling by 23.8% and 19.9% respectively, in reaction to a significant increase in interest rate expectations around the world, which provided so little solace to asset allocators in 2022. To round out the picture UK property fell by 10% during the calendar year. So truly a bleak picture for those attempting to generate absolute returns, let alone absolute returns well in excess of CPI.

Against this pernicious investment backdrop, the Baring Foundation's investment managers performance relative to their relative benchmarks was also generally poor. The greatest pain point was seen across the Baillie Gifford equity portfolios, especially those that have a committed style tilt towards growth, and this was the style factor that came under the greatest selling pressure due to the inflationary backdrop and rising interest rates. In aggregate the Baillie Gifford portfolios underperformed their combined benchmark by 11%, compounding the weak absolute returns. The UK Alpha Fund was especially weak, lagging its FTSE All Share benchmark by 25%, the two growth-tilted global funds of Paris-Aligned Global Alpha and Positive Change each underperformed by ~14%, whilst the more recent addition of the Responsible Global Equity Income Fund saw ~1% relative outperformance. The Sterling Aggregate Bond Fund underperformed by ~1%. However, the Charities Properties Fund was the standout positive relative contributor, outperforming its benchmark by ~5% over the twelve months to end of calendar 2022.

Net assets at the 2022 year-end were £99 million (2021: £124.8 million)

Responsible Investment Policy

In 2022 the trustees revised their statement on this, retaining established principles but further elaborating on these in the interests of transparency. These are published in full on our website but the core of our approach is as follows: The Foundation takes a responsible and long-term approach to investment, investing predominantly through external investment managers. The Board of Trustees has overall responsibility for the Foundation's investment policy. It has an Investment Committee chaired by a Trustee with relevant experience. The majority of the endowment is invested through investment managers who have signed up to, and adhere to, the FRC UK Stewardship Code. We expect them to invest responsibly and to be proactive in considering environmental, social and governance issues. We aim to invest in responsible companies which operate with fairness and integrity, and companies that offer positive solutions to global challenges such as climate change, resource constraints and loss of biodiversity. We try to avoid exposure to underlying companies which are associated with human rights violations or engage in activities that cause social harm. We work closely with our investment managers to understand the underlying investment frameworks they use to help us monitor how well aligned their approach is with our values. We believe this approach will enable the Foundation to continue to generate attractive long-term returns and provide well-aligned liquidity for continuity of grant-making in real terms.

Reserves Policy

The Foundation's reserves effectively correspond to its investment portfolio which is managed on a total return basis with the intention of providing an annual income that will enable the Foundation to at least maintain in perpetuity the real value of the annual grants it makes. To that end the aim is to achieve a minimum average annual return on investments of 4% plus CPI net of management fees. In addition to holding the major part of its investments in readily marketable quoted securities the Foundation aims to keep cash balances sufficient to meet short-term grant commitments and ongoing expenses. The Trustees consider that the current level of unrestricted funds off £99 million at 31 December 2022 meets this reserves policy.

Social investments

The Foundation holds a social investment in Charity Bank valued at £47,650 at 31 December 2022 (2021 : £43,300).

Plans

In 2024 the Foundation will fund work in three fields: LGBTI civil society in Africa, and, in the UK, the use of the law by civil society for social change and arts and mental health. In addition, the Foundation will spend at least a further £600,000 focusing on racial justice through our Arts and Strengthening Civil Society programmes. The Foundation will discuss whether it should focus additional support to issues around shrinking civic space. Overall the Foundation will seek to remain responsive to the needs of civil society and continue to develop our policies and approach in this regard.

Risk assessment

During the course of the year, the trustees considered the major risks to which the Foundation is exposed and the systems which it has to mitigate them.

The following areas of risk are considered most important:

1. Return from investments falls short of targeted levels.

Investments are diversified between asset classes in line with professional advice from Stanhope who monitor performance of overall portfolio and individual managers. The Investment Committee routinely reviews the performance of investments and asset mix.

2. Programme strategies or funding criteria unclear.

Programmes are explained in detail on website and open round funding guidelines are put in place for each new call. Staff publicise funding opportunities and respond to queries from applicants.

The Foundation has policies, procedures and systems in place to address the identified risks.

Remuneration policy

The Foundation's policy is to provide remuneration that will attract and retain able and suitably qualified and experienced individuals who will effectively deliver the Foundation's objects and supplemented where appropriate by independent experts on a consultancy basis. As far as is practicable, salaries are set by reference to the median pay for comparable positions within the charitable sector. The pay of each member of staff is reviewed annually by a committee of Trustees having regard to the financial resources and commitments of the Foundation, the impact of inflation on the real value of pay, and any recommendations of the Director. We have as a Board taken note of NCVO's recommendations in their "Report of the Inquiry into Charity Senior Executive Pay and guidance for trustees in setting remuneration". Our commitment to transparency is shown in disclosing the remuneration of senior staff in full in this report.

Fundraising policy

The Foundation's income is from its investment portfolio and partnerships with other grant makers. No fundraising activity is carried out by the charity.

Statement of trustees' responsibilities

The trustees (who are also directors of The Baring Foundation for the purposes of company law) are responsible for preparing the trustees' report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Company law requires the trustees to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Foundation and of the incoming resources and application of resources, including the income and expenditure, of the Foundation for that period. In preparing these financial statements, the trustees are required to:

- select suitable accounting policies and then apply them consistently;
- observe the methods and principles in the Charities SORP;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Foundation will continue in operation.

The trustees are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the Foundation and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Foundation and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

As far as the trustees are aware:

- there is no relevant audit information of which the Foundation's auditors are unaware; and
- the trustees have taken all necessary steps to make themselves aware of any relevant audit information and to establish that the auditors are aware of that information.

The trustees are responsible for the maintenance and integrity of the corporate and financial information included on the Foundation's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Members of the charity guarantee to contribute an amount not exceeding £1 to the assets of the charity in the event of winding up. The total number of such guarantees at 31 December 2022 was 15 (2021 - 14). The trustees are the members of the charity. This entitles them only to voting rights. The trustees have no beneficial interest in the charity.

Approved by the trustees on 12 September 2023 and signed on their behalf by

Lucy de Groot CBE - Chair

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF THE BARING FOUNDATION

Opinion

We have audited the financial statements of The Baring Foundation for the year ended 31 December 2022 which comprise the Statement of Financial Activities, the Balance Sheet, the Statement of Cash Flows and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- . give a true and fair view of the state of the charitable company's affairs as at 31 December 2022 and of the charitable company's net movement in funds, including the income and expenditure, for the year then ended; and
- . have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- . have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the charity in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the trustees' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the charitable company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

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

Other information

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

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 2006

In our opinion, based on the work undertaken in the course of the audit:

- . the information given in the Trustees' Report (which includes the strategic report and the directors' report prepared for the purposes of company law) for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report included within the Trustees' Report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the charitable company and its environment obtained in the course of the audit, we have not identified material misstatements in the Trustees' Report (which incorporates the strategic report and the directors' report).

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- . adequate accounting records have not been kept by the charitable company; or
- . the charitable company financial statements are not in agreement with the accounting records and returns; or
- . certain disclosures of trustees' remuneration specified by law are not made; or
- . we have not received all the information and explanations we require for our audit; or
- the trustees were not entitled to prepare the financial statements in accordance with the small companies' regime and take advantage of the small companies' exemptions in preparing the trustees' report and from the requirement to prepare a strategic report.

Responsibilities of trustees for the financial statements

As explained more fully in the Statement of Trustees' Responsibilities statement set out on page 6, the trustees (who are also the directors of the charitable company for the purposes of company law) are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the trustees 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 trustees are responsible for assessing the charitable company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the trustees either intend to liquidate the charitable company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

Based on our understanding of the charitable company and the environment in which it operates, we identified that the principal risks of non-compliance with laws and regulations related to data protection legislation and employment (including taxation) and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the preparation of the financial statements such as the Companies Act 2006 and the Charities Act 2011.

We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls). Audit procedures performed by the engagement team included:

- . Inspecting correspondence with regulators and tax authorities;
- . Discussions with management including consideration of known or suspected instances of non-compliance with laws and regulation and fraud;
- Evaluating management's controls designed to prevent and detect irregularities;
- Identifying and testing journals, in particular journal entries posted with unusual account combinations, postings by unusual users or with unusual descriptions; and
- . Challenging assumptions and judgements made by management in their critical accounting estimates.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF THE BARING FOUNDATION

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

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

Use of our report

This report is made solely to the charitable company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the charitable company's members those matters we are required to state to them in an Auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the charitable company and the charitable company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

Siobhan Holmes (Senior Statutory Auditor)

For and on behalf of Haysmacintyre LLP, Statutory Auditors

10 Queen Street Place London EC4R 1AG

Date: 22 September 2023

STATEMENT OF FINANCIAL ACTIVITIES (INCORPORATING AN INCOME AND EXPENDITURE ACCOUNT) FOR THE YEAR ENDED 31 DECEMBER 2022

INCOME EDOM:	Notes	Restricted Funds £	Unrestricted Fund £	Total 2022 £	Total 2021 £
INCOME FROM:					
Donations - Contributions to programmes - Donated services Investments Other	2 3 4	400,000	101,702 1,956,154	400,000 101,702 1,956,154	400,000 75,692 1,805,727 370
Total income		400,000	2,057,856	2,457,856	2,281,789
EXPENDITURE ON: Raising Funds - Investment Management Charitable Activities - Strengthening Civil Society programme - Arts programme - International Development programme - Special initiative - Other charitable work Total expenditure Net (expenditure) before investment gains	5	400,000	457,088 965,128 1,279,736 1,257,903 86,570 83,460 4,129,885 (2,072,029)	457,088 1,365,128 1,279,736 1,257,903 86,570 83,460 4,529,885 (2,072,029)	553,773 2,549,029 1,351,462 528,933 44,906 149,528 5,177,631 (2,895,842)
Net (experialitie) before investment gains		_	(2,072,029)	(2,072,029)	(2,095,042)
Net (Losses)/gains on investments	10, 11		(23,681,971)	(23,681,971)	7,654,499
Net (expenditure)/income and net movement in funds	17	-	(25,754,000)	(25,754,000)	4,758,657
Total funds brought forward			124,779,514	124,779,514	120,020,857
Total funds carried forward			99,025,514	99,025,514	124,779,514

All of the above results are derived from continuing activities. There were no other recognised gains or losses other than those stated above. Movements in funds are disclosed in note 16 to the financial statements.

The statement of financial activities includes the income generated by the assets held in the investment portfolio and the net gains or losses on those investments.

BALANCE SHEET AS AT 31 DECEMBER 2022

	Note	2022		2022 20		1
		£		£	£	£
FIXED ASSETS Investments Social investments	10 11			95,409,261 47,650		124,827,319 43,300
				95,456,911		124,870,619
CURRENT ASSETS Cash at bank and on deposit Debtors	12	6,411,911			3,055,281 100,000	
		6,511,911			3,155,281	
LIABILITIES Creditors: amounts due within one year	13	(1,909,539)			(2,662,050)	
NET CURRENT ASSETS				4,602,372		493,231
TOTAL ASSETS LESS CURRENT LIABILLITIES				100,059,283		125,363,850
Creditors: amounts due after more than one year	14			(1,033,769)		(584,336)
NET ASSETS	16			99,025,514		124,779,514
FUNDS	17					
Restricted funds Unrestricted funds				-		-
- Revaluation fund - General funds				42,891,164 56,134,350		65,202,745 59,576,769
Total funds				99,025,514		124,779,514

Approved by the trustees and signed on 12 September 2023 on their behalf by:

Lucy de Groot CBE

Land

Chair

Ashley Coombes

Treasurer

		2022 £	2021 £
Cash used in operating activities		(4,331,261)	(3,754,356)
Cashflows from investing activities Dividends and interests Purchase of investments Proceeds from sale of investments Net cash provided by investing activities		1,956,154 (5,883,495) 11,615,229 7,687,888	(42,176,252) 45,285,139
Change in cash and cash equivalents in the rep Cash and cash equivalents at the beginning of to period	- ·	3,356,630 3,055,281	1,160,258 1,895,023
Cash and cash equivalents at the end of the	reporting period	6,411,911	3,055,281
NOTES TO THE CASH FLOW STATEMENT		2022 £	2021 £
Reconciliation of net expenditure to net cash operating activities	outflow from		
Net (Expenditure)/income for the reporting (Increase) in debtors (decrease)/Increase in creditors Dividends and interest Losses/(Gains) on investments	g period	(25,754,000) - (303,078) (1,956,154) 23,681,971	
Net cash (used in) operating activities		(4,331,261)	(3,754,356)
Analysis of cash and cash equivalents Cash at bank and on deposit		6,411,911	3,055,281
Changes in net debt	At 1 January 2022 £	Cash Flows	At 31 December 2022 £
Cash at bank and on deposit	3,055,281	3,356,630	6,411,911

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

1 Principal Accounting Policies

The principal accounting policies adopted, judgements, and key sources of estimation uncertainty in the preparation of the financial statements are as follows:

(a) Basis of accounting

The financial statements have been prepared in accordance with Accounting and Reporting by Charities: Statement of Recommended Practice for Charities (Second Edition, effective 1 January 2019), and the Companies Act 2006.

The charity meets the definition of a public benefit entity under FRS 102. Assets and liabilities are initially recognised at historical cost or transaction value unless otherwise stated in the relevant accounting policy notes.

(b) **Donations and donated services**

Income from donations is included in full in the statement of financial activities when receivable. Donated services and facilities are recognised as income where the benefit to the Foundation is quantifiable and measurable, and are valued at the estimated cost the Foundation would pay for an equivalent service or facility in the open market. Donated premises and facilities are received from ING Bank N.V. London Branch.

(c) Investment income

Income from investments is included in the financial statements when it becomes receivable.

(d) Grants payable

The full costs of grants are included in the statement of financial activities in the year in which they are approved. If grants that are approved during the year are payable by instalments or have not been paid, in part or in full, by the end of the year, any unpaid amounts are included as creditors in the balance sheet if the conditions attached to the grant are accepted by the beneficiary before the accounts are signed.

This policy reflects the Foundation's experience that it is highly probable that any further instalments will be paid as it is unlikely that circumstances will arise in which conditions attached to such grants are not met. The trustees consider that the Foundation has a constructive obligation in respect of such unpaid grants and therefore believe it prudent to treat these commitments as liabilities.

(e) Other expenditure

Support and governance costs consist of those office and administration costs which are not directly attributed to a grant programme. The majority of these are the estimated costs of the premise and facilities donated by ING Bank N.V. London Branch. (See note 1b). The Governance percentage has doubled since 2020 because it was agreed that some types of work should moved from the "Other charitable expenditure" category to the "Governance" category.

Total support costs are allocated to the main grant programmes based on the estimated percentage of time spent by the staff on each activity. In 2022, on this basis, the support costs were apportioned as follows:

Governance	14%
Investment management	4%
Strengthening Civil Society programme	34%
Arts programme	24%
International Development programme	13%
Other charitable work	12%

(f) Restricted funds

Restricted funds are to be used for specific purposes as laid down by the donor. Expenditure which meets these criteria is charged to the fund together with a fair allocation of management and support costs.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

1. Principal Accounting Policies (continued)

(g) Unrestricted funds

Unrestricted funds are income receivable or generated for the objects of the charity.

(h) Going concern

The trustees consider that there are no material uncertainties regarding the charity's ability to continue as a going concern.

(i) Critical accounting judgements and estimates

In the application of the Charity's accounting policies, management is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from those estimates. The estimates, along with their underlying assumptions, are continually reviewed. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The following critical judgement has been made in the process of applying the Charity's accounting policies and that has the most significant effect on the amounts recognised in the financial statements:

Expenditure allocations: Expenditure is apportioned where it relates to more than one cost category as detailed within accounting policy (e).

The following is the key area of estimation uncertainty identified by management:

Valuation of donated services as detailed within accounting policy (b).

(j) Debtors

Short-term debtors are measured at transaction price, less any impairment.

(k) Creditors

Creditors and provisions are recognised where the charity has a present obligation resulting from a past event that will probably result in the transfer of funds to a third party and the amount due to settle the obligation can be measured or estimated reliably.

(I) Financial instruments

The charity only has financial assets and financial liabilities of a kind that qualify as basic financial instruments. Basic financial instruments, including trade and other debtors and creditors are initially recognised at transaction value and subsequently measured at their settlement value.

(m) Redundancy and termination costs

The charity recognises employee redundancy and termination costs in full on the date the redundancy or termination is confirmed.

(n) Fixed asset investments

Fixed asset investments are continuously revalued at bid price value and the value at the balance sheet date is the bid price value, as determined by the investment managers. The net gains or losses for the period are taken to the statement of financial activities.

(o) Social investments

Social investments are recognised at fair value. Any gains or losses are taken to the statement of financial activities

(p) Foreign currencies

Monetary assets and liabilities denominated in foreign currencies have been translated into sterling at the relevant rates of exchange ruling at the balance sheet date, or where appropriate, the rates of exchange fixed under the terms of the relevant transaction.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

1. Principal Accounting Policies (continued)

(q) Pension costs

Staff from the Baring Foundation receive a pension from the ING UK Pension Fund. For historic reasons one of the staff was an admitted member of a defined benefit scheme. The liability of the scheme is with ING Bank N.V. and not the Baring Foundation.

The pension cost represents contributions payable under the scheme by the Foundation to the fund. The Foundation has no liability under the scheme other than for the payment of those contributions.

2. Contributions to programmes

The Legal Education Foundation and the Esmee Fairbairn Foundation jointly funded the Strengthening Civil Society programme in 2022, each providing £200,000.

3. Donated Services

		2022 £	2021 £
	Services donated by ING Bank NV: Premises and facilities	101,702	75,692
		101,702	75,692 ———
4.	Income from Investments	2022 £	2021 £
	Income from investments Bank interest	1,943,053 13,101	1,805,513 214
		1,956,154	1,805,727

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

5. Total Expenditure - 2022

Total Exponential Color	Investment Management	Strengthening Civil Society programme	Arts Programme	International Programme	Special Initiative	Other charitable work	Governance	Support Costs	Total 2022
	£	£	£	£	£	£	£	£	£
Staff costs (note 7)	-	-	-	-	-	-	-	451,398	451,398
Grants payable (note 8)	-	1,021,389	1,076,599	1,149,682	86,570	-	-	-	3,334,240
Investment managers' fees	392,163	-	-	-	-	-	-	-	392,163
Auditors' remuneration (note 6)	-	-	_	. <u>-</u>	-	-	14,880	-	14,880
Other support costs	-	100,430	36,213	17,804	-	-	-	145,653	300,100 *
Investment consultants' fees	37,105			<u>-</u>					37,105
	429,268	1,121,819	1,112,812	1,167,486	86,570		14,880	597,051	4,529,886
Allocated support costs	23,882	197,027	143,292	77,617	-	71,646	83,586	597,051	-
Allocated governance costs	3,938	32,494	23,632	12,800	-	11,814	(98,466)	-	
Total expenditure	457,088	1,351,340	1,279,736	1,257,903	86,570	83,460 *	*	-	4,529,886

^{*} Note £101,702 (2021: £75,692) of the £145,653 (2021: £115,954) "Other support costs" represents services donated by ING, as set out in note 2.

^{**} This category includes a range of charitable activity outside of the administration of our main grant programmes, including aspects of financial administration.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

5 a. Total Expenditure - 2021

	Investment Management	Strengthening Civil Society programme	Arts Programme	International Programme	Special Initiative	Other charitable work	Governance	Support Costs	Total 2021
	£	£	£	£	£	£	£	£	£
Staff costs (note 7)	-	_	_	_	-	-	-	421,138	421,138
Grants payable (note 8)	-	2,334,901	1,172,665	410,000	44,906	-	-	-	3,962,472
Investment managers' fees	490,224	-	-	-	-	-	-	-	490,224
Auditors' remuneration (note 6)	-	-	-	-	-	-	12,600	-	12,600
Other support costs	-	38,086	53,479	49,029	-	-	-	115,954	256,548 *
Investment consultants' fees	34,649	-	-	-	-	-	-	-	34,649
	524,873	2,372,987	1,226,144	459,029	44,906		12,600	537,092	5,177,631
Allocated support costs	26,855	166,499	118,160	64,451	-	139,644	21,484	537,092	-
Allocated governance costs	2,045	9,543	7,158	5,453	-	9,884	(34,084)	-	-
Total expenditure	553,773	2,549,029	1,351,462	528,933	44,906	149,528 *	*		5,177,631

^{*} Note £75,692 (2020: £78,334) of the £115,954 (2020: £148,647) "Other support costs" represents services donated by ING, as set out in note 2.

^{**} This category includes a range of charitable activity outside of the administration of our main grant programmes, including aspects of financial administration.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

6	Net Expenditure for the Year		
		2022 £	2021 £
		2	2
	This is stated after charging:		
	Trustees' reimbursed expenses	2,511	-
	Auditors' remuneration		
	- For audit of the financial statements	14,700	12,600
	- Other services	18,000	16,500

2022 Audit Fee £14,700 (gross of VAT), £12,250 (net of VAT).

Trustees' reimbursed expenses represent the reimbursement of travel and subsistence costs of £2,511 (2021: £Nil) relating to attendance at meetings. No trustees have been remunerated for their role.

7.	Staff Costs and Numbers	2022 £	2021 £
	Staff costs were as follows:		
	Salaries and wages	356,171	333,970
	Social security costs	42,119	37,282
	Pension contributions	53,108	49,886
		451,398	421,138

Key management and salary pension

The following staff comprise key management and their remuneration is as follows:

£100,000 - £110,000 - David Cutler - Director salary £100,250 (2021: £96,681), employer's NI £13,507 (2021: £12,089) and pension £17,544 (2021: £16,732).

£70,000 - £79,999 - David Sampson - Deputy Director salary (4.5 days per week) £76,104 (2021: 70,980), employer's NI £9,780 (2021: £8,542) and pension £9,513 (2021: £8,904).

The average number of staff during the year was: 6 (2021: 6).

The number of staff earning over £60,000 in the year was 2 (2021: 2).

8.	Grants Payable	2022	2021
	•	£	£
	The grants payable figure in 2022 comprises:		
	Grants made in the year	3,334,240	3,962,472
		3,334,240	3,962,472

All grants were made to institutions.

There is a full list of the grants made during the year on the Baring Foundation's website (www.baringfoundation.org.uk) and this will be listed in the Report on Activities.

9. Taxation

The charitable company is exempt from corporation tax as all its income is charitable and is applied for charitable purposes.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

10.	Investments	2022 £	2021 £
	Market value of investments at 1 January 2022 Disposals at market value	124,827,316 (11,615,229)	120,282,957 (45,285,139)
	Additions at cost	5,883,495	42,176,252
	Net (Losses)/gain on investments	(23,686,321)	7,653,249
	Market value of investments at 31 December 2022	95,409,261	124,827,319
	Historical cost of investments at 31 December 2022	100,810,922	102,181,315
	Pooled Investments comprise	2022	2021
		£	£
	UK	95,394,053	124,809,706
	Non UK	15,208	17,613
		95,409,261	124,827,319
11.	Social Investments	2022	2021
		£	£
	Opening carrying value	43,300	42,050
	Net gain on investments	4,350	1,250
	Closing carrying value	47,650	43,300
	Held as:	_	_
	Investments	47,650	43,300

£47,650 is invested with Charity Bank. Charity Bank provides loans to charities, social enterprises and community organisations to facilitate social change whilst earning a financial return.

12. Other Debtors and Accrued Income

	2022	2021		
	£	£		
Accrued contributions to programmes and income in investment funds	100,000	100,000		

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

13.	Creditors: Amounts due within one year		
	,	2022 £	2021 £
	Grants authorised but not yet paid Other creditors	1,766,287 143,252	2,488,586 173,464
		1,909,539	2,662,050 ======
14.	Creditors: Amounts due after more than one year	2022 £	2021 £
	1-2 years - grants authorised but not yet paid	1,033,769	584,336
		1,033,769	584,336

15. Related party transactions

As is usual in a grantmaking foundation, a number of the trustees, staff and advisors of the Baring Foundation are involved in other charities, either as staff or volunteers. The charity holds a record of all conflicts of interest and where trustees, staff and advisors have a conflict of interest they have no part in the decision making process. The following trustees/staff had conflicts of interest in 2022.

Lucy de Groot is a board member of New Philanthropy Capital, one of the Foundation's learning partners. (The Foundation has a contract with New Philanthropy Capital until the end of 2024 to pay £34,000 p.a).

Shauneen Lambe is a co-founder and consultant at Just for Kids Law (a grant of £30,000 was agreed in 2022).

Vicki Amedume declared a conflict of interest in The Albany (a grant of £59,000 was agreed in 2022).

Daniel Regan, an adviser to the Arts programme, declared a conflict of interest in Tamasha Theatre Company (a grant of £45,732 was agreed in 2022).

David Sampson, Deputy Director, is Co-Chair of the Global Philanthropy Project (a grant of £30,000 was agreed in 2022). He also declared a conflict of interest in relation to Initiative Sankofa d'Afrique de l'Ouest as a friend of the organisation's Director of Programmes (a grant of £525,000 was agreed in 2022).

Jannat Hossain, Programmes Officer, is a co-opted member of the City Bridge Trust Committee. (There were discussions regarding joint funding).

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

16. Analysis of Net Assets Between Funds - 2022

		Restricted Fund £	Revaluation Fund £	General Fund £	Total 2022 £
	Investments Net current assets Creditors: amounts due after more than one year	- - -	42,891,165 - -	52,565,746 4,602,372 (1,033,769)	95,456,911 4,602,372 (1,033,769)
	Net assets at the end of the year	-	42,891,165	56,134,349	99,025,514
	Analysis of Net Assets Between Funds - 2021				
		Restricted Fund £	Revaluation Fund £	General Fund £	Total 2021 £
	Investments Net current assets Creditors: amounts due after more than one year	- - -	65,202,745 - -	59,667,874 493,231 (584,336)	124,870,619 493,231 (584,336)
	Net assets at the end of the year		65,202,745	59,576,769	124,779,514
17.	Net Movement in Funds - 2022	At the start of the year	Income	Expenditure/ gains on investments £	At the end of the year
	Restricted funds				
	Strengthening Civil Society		400,000	(400,000)	
	Total restricted funds		400,000	(400,000)	
	Unrestricted funds Revaluation reserve General funds	65,202,745 59,568,769	- 2,057,856	(22,311,581) (5,492,275)	42,891,164 56,134,350
	Total unrestricted funds	124,771,514	2,057,856	(27,803,856)	99,025,514
	Total funds	124,771,514	2,457,856	(28,203,856)	99,025,514

The revaluation reserve represents the difference between the historical cost of investments and their current market value.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

21

		ne start ne year	Income	•	Expenditure/ losses on investments		At the end of the year	
	£		£		£		£	
Restricted funds	8							
Strengthening Civil Society	_	8,000)	400,000) _	(408,000))	
Total restricted funds	s _	8,000)	400,000) _	(408,000))	
	_							
Unrestricted funds	S							
Revaluation reserve	Э	60,553,73	5		-	4,649,010)	65,202,745
General funds	s _	59,459,122		1,881,788	3 - —	(1,764,141)	59,576,769
Total unrestricted funds	s 1	20,020,857	7 ·	1,881,788	3 _	2,860,869)	124,779,514
	_							
Total funds	s 1	20,028,857	7 :	2,281,788	3	2,452,869)	124,779,514
	=		: =					