

OUR CAUSE

Creating hope, health and happiness for everyone in retail.

OUR VISION

From 1832 onwards, the Retail Trust has been caring for and protecting the lives of people working in retail. We believe the health of our colleagues is the foundation they need to flourish in both work and life, creating a more sustainable and successful future for retail.

OUR BELIEFS

Our beliefs reflect those of the original founders in 1832 and are as relevant now as they were back then. They guide the way we behave with one another, our partners and our colleagues in retail.

- **Championing health in retail**
Since 1832 we have been championing health in retail. We are always looking for new opportunities to help and provide hope to our people.
- **All in**
One Trust. We're at our best when we are collaborating seamlessly together with our partners and customers to look after the health of our people.
- **Transforming lives for good**
We make a difference by empowering people to lead happier lives. And we follow through on our word, always.

OUR STRATEGIC FOCUS 2023/24 AND BEYOND

Single Point of Focus

Each year we have one overarching strategic focus towards the ambition we set out in 2021. This year has been to lay the foundations and associated investment as a growth innovator with actionable insights at our core via our dashboards.

Additionally, we have 4 strategic pillars for the year:

1. In wellbeing we wanted to drive engagement with our services so more colleagues get the access they need when they need it by harnessing the power of the data that we sit on. We collect a wealth of retail employee data. We are uniquely placed to use this data to create a proprietary data platform, the retail wellbeing platform.
2. With the focus of the value we provide the sector shifting towards data and insights, we are rebalancing our current product offering to embed the retail wellbeing platform into our core offering, enriching the value we are able to provide to our clients and helping more colleagues access the help they need.
3. By driving market share gains through new acquisition of partners we have been increasing the numbers of retail colleagues we engage with and help. With only 17% share of retail at the moment there is significant opportunity to unite the sector around one source of data truth as well as creating industry recognised standards in health and wellbeing.
4. In our residential services, we wanted to launch a new strategic direction for our estates based on a more robust financial model, with targeted planned development in order to offer an even better standard of living at a cost our residents can afford.

Retail Trust

TRUSTEES' REPORT (continued)

CHAIRMAN'S MESSAGE

Dear Supporters, Sponsors, Patrons, Volunteers and Colleagues

I want to start by thanking everyone for their contributions over the last 12 months, in what has been a landmark year for our organisation.

In 1832 our founding Trustees conceived of an organisation that would play three critical roles in the way the industry ran. The first was to champion the notion that businesses had a moral and financial imperative to promote the health and happiness of those working in the sector. Secondly, that this vision could only become a reality if it were backed, promoted and actively championed by a broad coalition of leaders and businesses. And finally, that the goal of the charity was to empower people to take control of their own lives.

Those guiding principles, laid down almost two centuries ago are arguably a more powerful guiding light now than at any time in our history.

I am pleased to say that more retail businesses than ever before have engaged in the services provided by the Retail Trust in the last year, and more colleagues from our partners have been positively impacted by the work that we do.

The timing of this drive to engage the sector in greater numbers could not be more important. Data from our services and surveys continues to paint the picture of the challenges retail colleagues face every day from the cost-of-living crisis to rising levels of abuse, violence and shoplifting.

As we seek to unite the industry around solutions to these issues, which threaten to undermine the sector's long held reputation as a people-first industry, we have made significant investments this year into building out our data, AI and insight capabilities.

These investments are crucial to the future of our organisation and its role at the heart of the retail sector, but also ensure that we enter a new phase of digital transformation that will significantly grow our wellbeing operations, the numbers of colleagues we can reach and the income we need to reinvest in the future.

In March, we launched a proprietary data and AI platform – the Happiness Dashboard – which leverages the huge amounts of data on employee health that we sit on and generates insights to allow us to get the help retail colleagues need when they need it. Moreover, it gives retail leaders the tools to identify how best to direct their wellbeing efforts and how those efforts translate into boosting productivity.

We worked alongside a number of build partners, including Next, B&Q, Wincanton, Ann Summers and FatFace to ensure the capabilities added value and can be integrated into the retail industry seamlessly. And I would like to thank them as well as our technology and data partners, Microsoft, BJSS, Kerv and WorkL for their efforts in bringing this vision to life.

Meanwhile, across the world of our core wellbeing offer, we saw a number of new retailers join our coalition including WHSmith's, BP, Inditex, The Entertainer and Fortnum & Mason. This ongoing growth of our community is testament to the quality of our services and the retail industry's commitment to work together to bring about a happier and healthier sector.

Meanwhile, our percentage renewal rates of current partners remained in the 90s, with many adding additional services such as virtual GP and children and young people counselling, as the benefits of a broader wellbeing offering become apparent.

Continuing to cement our position at the centre of the retail sector and build out our community, we hosted our second and largest festival of wellbeing – Togetherfest. Welcoming over 1,000 retail colleagues from across the country from over 150 retailers, it provided people with a valuable day of learning and experience around workplace wellbeing. Moreover, our third People Leader's Summit in November was also a great success and thank you to the 100s of HR professionals who joined us for the day to share their experiences and best practices.

Retail Trust

TRUSTEES' REPORT (continued)

As our coalition grows, we also welcomed a number of new charity partners, ran a successful fundraising campaign at the Retail Week Awards and held our second Gala fundraising dinner in partnership with the Retail Summit which raised £90,000.

In our residential services, we were delighted to open new accommodation on our Marshall Hall Estate in London following a £1.6 million investment. Ten SMART flats were opened in February 2024, taking the total number of properties we run in London to 82. The new flats are SMART home enabled, modern and spacious but sympathetic to the Grade 2 listed building they are in, continuing in our mission to create a digitally enabled portfolio of properties that will improve the lives of our residents by encouraging and supporting independent living.

We also began work on a £1 million renovation of our Hugh Fraser Retirement Estate in Newton Mearns to create a new community hub for older people and the community across East Renfrewshire. Three disused spaces within the estate's Crookfur House are being refurbished by the Retail Trust to build the new facilities, which will cater for more than 1,000 local people a year and provide more support for those most at risk of isolation and with long-term health needs.

I am delighted by the progress we have made in the last 12 months and excited by the ongoing growth of our core services and the number of retail colleagues and families we now reach. Thank you once more to all our stakeholders for their efforts.



Alistair McGeorge
Chair of Trustees

Date: 24 September 2024

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TRUSTEES' REPORT (continued)

The Trustees present the report together with the audited financial statements of the Trust for the year ended 30 April 2024. The Trustees are directors under company law and this report represents the directors' Annual Report and the Strategic Report.

OBJECTIVES AND ACTIVITIES

1. KEY OBJECTIVES

The Charity shall operate for the public benefit in pursuance of the following charitable objects to support individuals who are or have been in employment within the retail and associated sectors in need because of youth, age, ill-health, financial hardship or another disadvantage, in particular by:

- the provision of wellbeing services, for example counselling, cognitive behavioural therapy and critical incident support;
- the provision of advice and assistance, particularly to individuals who would otherwise be unable to obtain such advice;
- the provision of specially designed or adapted housing and items, services and facilities calculated to relieve the needs of beneficiaries;
- the provision of grants, items and services to individuals in need and/or charities, or other organisations working to prevent or relieve financial hardship or distress;
- advancing awareness and understanding, social inclusion and mobility of individuals, in the retail and associated sectors by providing financial assistance through educational grants and bursaries, advice and assistance and organising educational programmes and other activities to develop their skills, capacities and capabilities to enable them to gain employment in the retail sector;
- furthering such other purposes which may be charitable according to the law of England and Wales and the law of Scotland in connection with the retail and associated sectors in the United Kingdom as the Directors see fit from time to time by the provision of financial and other support.

2. KEY ACTIVITIES

The Trust organises its operations around three key activities:

- Supported Living, for those who have retired from the sector;
- Wellbeing Services, for those still active in the sector;
- Fundraising, creating opportunities for those who work in the sector to engage and partner with us to accomplish our cause.

Our wellbeing activities have become front and centre of our activities to continue to contribute to the Hope, Health and Happiness of all involved in the sector. All of these operations have as their primary objectives the wellbeing of all beneficiary groups involved.

STRATEGIC OPERATIONS REPORT

1. OVERVIEW

The Trust is the oldest trade charity in the UK covering over 3 million people working in retail and supporting industries through to the end of the reporting period. Our scope is the wellbeing of everyone involved in all forms of retail and retail supporting services, from factory to warehouse, from shop floor to online supply chain and all functions supporting that journey.

Supported Living

The Trust owns and operates supported living estates for retirees in London (Mill Hill), Derby (Leylands), Glasgow (Crookfur), Liverpool and Salford. The provision of retirement estates has been a key part of our work since 1897. It includes both the provision of supported living and extra care services.

We currently support circa 450 residents in highly regarded accommodation with superior support services.

Maximising the potential of our physical assets remains key to our sustainability. We opened 10 new digitally-enabled units at Marshall Estate, London, partly funded by a bank loan and began work on a £1m refurbishment of our Glasgow community centre.

We continue to see our void rates below industry standards and have gone to great efforts to create efficiencies wherever we can to help residents deal with the cost-of-living crisis.

There continues to be a strong case for our "smart homes and villages" and for our asset optimisation program to continue across our estates, now the London redevelopment has concluded.

Wellbeing Services

Our key themes of Hope, Health and Happiness have continued to generate strong engagement from existing and new customers of our wellbeing services. And this year we made a major investment into our data and AI capabilities to draw out learnings and insight from our activities to help retailers prioritise wellbeing. These investments further ensure we are cementing our relevance and

Retail Trust

TRUSTEES' REPORT (continued)

that of our services to the ever-changing needs of the sector in the current climate of uncertainty.

We made a particular focus this year on the worrying rise in abuse and violence directed towards store staff and our Respect Retail campaign gained us valuable awareness and media exposure. We also introduced specific training to help colleagues deal with the increased abuse.

We also continued to focus on engagement of colleagues with our proactive wellbeing services via investments in marketing and content. This is ensuring that everyone from our partner businesses has access to the support they need.

We have made ongoing investments to our technology and in improving our systems and people to ensure that we can respond to the needs of the sector in a way that is relevant and that moves from being reactive to proactive. In the next 12 months, the focus will be on rolling out our new data platform and encouraging more partners to join the Trust as a wellbeing partner.

Business Transformation

The digital platform that will provide invaluable data and insights for our retail colleagues has been built with the help of our retail build partners and BJSS. The platform is ready to sell to all our current colleagues and potential new business clients. There will be a need for ongoing development and improvements of the platform that will require additional investment.

Digital investment is planned for our Supported Living residents to enable more access to technology in the coming year. The Trust is also investing heavily in the Glasgow estate and is spending over £1m in rebuilding the residents' communal areas, kitchen and conservatory during 2024/25.

Our website continues to be a valuable resource for our wellbeing partners and the continued evolution of the content and resources, allowing us to intuitively improve the ease of navigating the pages, whilst also ensuring that the learning derived from the engagement with content allows us to prioritise our system development to ensure we deliver valuable information using the best and most efficient means available to us on our platforms.

As we continue to automate our activities, the reporting and management of our reports and our processes becomes much clearer and we recognise that there is still significant room for

improvement if we are to maintain current pace of growth and engagement.

The Trust continues to overhaul the way that we work, future-proofing our systems and processes to remain relevant and responsive to the needs of our customers. Integration remains a key tool to truly transforming our services and leaning out our processes to add value to existing relationships and to create new opportunities for growth and success. We are conscious of the need to continue to remain compliant in stewarding personal data on behalf of its owners: our helpline callers, residents, donors, and other contacts. A hallmark of responsible business practice in the digital age is managing these data resources in an ethical manner and in line with GDPR guidelines.

Our aim as a team continues to be supporting and guiding the transformation of all the Trust's service delivery to meet and ultimately anticipate the needs and expectations of our stakeholders and be a true trailblazer in the wellbeing of ALL involved in retail.

2. FINANCIAL REVIEW

In 2023/24, the Trust has benefitted from 29% growth in wellbeing services income, driven by high levels of renewals, the cross-selling of new services and training and a successful year of onboarding new partners.

Total income for the period is up 8.1% to £10.9m from £10.1m in the previous year when excluding the one-off BP donation of £2.5m in 2022/23.

The Trust continued its partnership with Retail Week Awards and held the second Gala dinner with the Retail Summit.

Income from Supported Living housing lettings has grown by 7%. Void rates have reduced slightly to 2.4% in 2023/24 from 2.6% in 2022/23.

Costs have increased by 26.3% during the year, as we invested heavily in our digital capabilities and the internal expertise to leverage our data. We also launched a new 24-hours helpline service. These improved services are expected to underpin the next growth phase of the Retail Trust and help us acquire new partners.

The FRS102 calculation gives a more market-sensitive valuation of the pension scheme than a triennial valuation, this calculation continues to put the pension in an asset position. The Trust has made the decision not to recognise the asset and will consider its policy for provisioning following the outcome of the actuaries' calculations.

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TRUSTEES' REPORT *(continued)*

These movements contributed to a net deficit of £2.70m and total comprehensive income of £0.14m during 2023/24. Net assets have decreased in line with other comprehensive income to £35.28m and at 30 April 2024, cash at bank and in hand was £3.91m, £1.55m down on the previous year.

3. VALUE FOR MONEY (VFM)

Our Sector continues to experience significant challenges both structurally and economically. The impact of inflation and the war between Russia and Ukraine has accentuated that process markedly. It is imperative therefore that we ensure VFM in the support and services we provide to the sector.

We manage our VFM controls via the Executive Directors business meetings with clear policies on tendering and astute contract negotiation.

DELIVERY OF VFM DURING 2023/24

Social Impact

The Trust plays an integral role in supporting public services. We create considerable fiscal savings and economic benefits through reducing the impact on health services, social care, and welfare benefits by delivering wellbeing support, supported living, financial inclusion and career development services.

Since The Social Value Act of 2012, the measurement of public services and public sector projects is in part driven by the social impact and social value created. We now have a responsibility to account for Social, Economic and Environmental impact of the projects and services we deliver.

This applies to physical health, mental health, employment and skills, education, social care, housing and construction projects. Commissioners are required to factor social value into the procurement and funding process. Social Value is then measured and evaluated throughout the project or service delivery. Evidence needs to be visible of Value for Money, Social Value added and Social Impact.

Regulator of Social Housing Value for Money Metrics

There are seven VFM metrics which the RSH requires us to measure as we are in part a Social Housing provider.

They relate mostly to Supported Living Housing and are as follows: -

Metric 1 Reinvestment in Housing Property Assets

The reinvestment figure for the year was 1.39% compared to prior year 6.22%.

Metric 2a/2b New Housing Provision

During the year, no new units were added and therefore the metric is 0%.

Metric 3 Gearing %

During the year, we recorded 4.79% gearing, compared with 2022/23 at (0.28%). The figure is after drawing down a further £0.57m of bank borrowing from Bank of Scotland. The repayment of a third of the loan began in February 2021 and continues until 2029 when a bullet repayment of the balance is payable or the option to refinance the loan.

Metric 4 EBITDA MRI Interest Cover

For 2023/24 the result is (4.18) in comparison to 12.15 in the prior year. This calculation however includes the non-housing areas of the Trust which distorts the result, so when we only include Cottage Homes it is 3.72 and 6.47 for the prior year which provides a more meaningful indicator of the interest cover of the Trust.

Metric 5 Headline Social Housing Cost £

Per unit the cost was £12.5k in 2023/24 up from £11.5k in 2022/23.

Metric 6a and 6b Operating Margin

The social housing operating margin was 5.9% and for the Trust overall (24.8%) in 2023/24 compared to 8.3% and 13.8% in 2022/23.

Metric 7 Return on Capital Employed

In 2023/24 the figure is (6.3%) compared to 3.8% in 2022/23.

Example of VFM delivery

WELLBEING SERVICES

Wellbeing services have developed considerably with the ability to deliver on-demand sessions of single telephonic counselling sessions, through our in-house counsellors. Not only do we ensure that people can access support quickly, confidentially and with the confidence that their needs can be met, we offer a number of other significant modules that support all our retail colleagues in different ways such as Menopause training, financial advice, support with grants, as well as 1st Line Management training. The offerings that the Trust is able to provide to our colleagues and clients has developed significantly and offers significant VFM.

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TRUSTEES' REPORT (*continued*)

POLICIES

1. RESERVES

The Board has developed a reserves policy which is in line with the guidance given by the Charity Commission's booklet CC19 and subsequent documents. Following a review of the risk register, an appropriate level of reserves has been established so as to enable the Trust to continue its charitable activities and this is set at 3 to 6 months of fixed operating costs.

Note 22 reflects the relevance of the increased focus on wellbeing services with a designated reserve being held for use for wellbeing and cost of living crisis support of £2.37m. The pension scheme remains in an FRS102 asset situation and hence the pension reserve remains in a nil position. The Trust has retained earnings of £5.91m. Any remaining excess cash is being built up to enable us to make an optional repayment of the full £3.33m balance of the Tranche B portion of the loan, the remaining funds are held to allow us to remain within our requirement of £1.0m 'free reserves'.

The other reserves are restricted or designated in nature and are described in more detail in Notes 22, 23 and 24. Restricted reserves are used only for the purpose for which the donor has specified. Designated reserves are those reserves which have been set aside by the Trust to be used for a named purpose. If that purpose subsequently is not relevant, then these reserves are transferred back to unrestricted. It is expected that restricted reserves will be spent over the next 2 years and that the designated reserves will be spent over the next 5 years.

2. KEY MANAGEMENT PERSONNEL REMUNERATION

All key management personnel receive a base salary which is based on factors such as qualification, length of service, experience and performance and their package may include superannuation and fringe benefits.

The Trustees review Executive Director packages annually through the Trust's Remuneration Committee and by reference to its financial performance and individual Executive performance.

The remuneration policy is designed to attract the highest calibre of Executives and reward them for performance that results in the long-term growth and sustainability of the Trust.

The Trust's employment policy is to offer fair pay to attract and keep appropriately qualified Executives to lead, manage, support and deliver its aims.

The Trustees, through the Remuneration Committee, are ultimately responsible for setting remuneration levels for the Executive Directors. The Executive Directors, working within guidelines supported by the Trustees, are responsible for the setting of salaries for staff below Executive Director Level.

In deciding the levels of pay and rewards for the Executives, Trustees consider:

- the purposes, aims and values of the Trust, and its beneficiaries' needs;
- the competitive nature of the work and recognition that performance related pay and incentives may be appropriate at Executive level;
- how Executive pay is linked to the skills, experiences and competencies that the Trust needs and the scope of their roles;
- the Trust's ability to pay without impacting charitable services.

Trustees will also consider:

- the benefit to the trust that such positions will bring;
- the cost to the trust of increasing remuneration levels;
- affordability, including in the longer term (based on a risk assessment of future income and expenditure);
- an assessment of the Trust's and Executives performance against KPIs, budget, expectations, both short and long term;
- the wider 'employment offer' they can make to executive members, where basic pay is one part of a package that includes personal development, personal fulfilment and association with the Trust's cause;
- the Trust's track record in attracting and retaining committed and motivated Executives.

3. HEALTH AND SAFETY

The health and safety of residents, employees and volunteers is of paramount importance to the Trust. There is a robust health and safety structure at each location, coordinated by a Health & Safety Committee which devises and reviews policies as necessary in line with legislation and good practice. Regular Health & Safety audits take place with an action plan devised to ensure effective resolution of any issues arising. An annual report is presented to the Board.

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TRUSTEES' REPORT (*continued*)

4. INVESTMENT

The Trust has adopted a capital and income growth policy which, over the long-term (over 5 years' time), will endeavour to maintain the value of the assets.

As permitted by the Trust's rules, the Board instructed Evelyn Partners Investment Management LLP, to operate on a discretionary basis since 2015. The investment performance is benchmarked against a composite of indexes being UK Government bonds - Markit iBoxx GBP Gilts 1-5 Yrs (10.0%), HFRX Global Hedge Fund (10.0%), Alternatives – MSCI ACWI ex UK NR (35.0%), MSCI UK IMI NR (35%), MSCI UK IMI Core Real Estate NR (5%), SONIA Lending Rate (5.0%).

The actual net return for the year was 7.52% compared with the benchmark of 10.0%. This is lower than the Board's requirement and a review will take place to understand how best to gain the returns that the Board desire. The Trust meets with the investment managers regularly to review performance. The portfolio is maintained to a risk profile as agreed with the Board.

The portfolio was valued at £1.77m at 30 April 2024 in comparison to £1.66m at 30 April 2023.

5. FINANCIAL ASSISTANCE

The Trust awarded £387k in financial assistance grants, a decrease of 4% on the previous year. This is driven by the increase in Retail companies asking the Trust to provide administration services for their own hardship funds resulting in individuals requesting financial assistance from specific retail funds rather than our own. The Trust provides administration services for over £2m in hardship funds across multiple Retail companies.

6. PENSION

The Trust sponsors group personal pension arrangements with Legal and General which has £1.516m funds under management in individual employee name policies. This arrangement commenced in 2014 and a small percentage of employees have opted out of this auto-enrolment scheme.

The Trust previously operated a defined benefit final salary pension scheme (FS) which was closed to new entrants in 2008. From 2009 a career average scheme (CARE) for new entrants was operated. CARE was closed to new entrants in March 2013. Both schemes were closed to future accrual on 31 January 2014.

Under Financial Reporting Standard FRS102 there was an asset at the year-end of £0.17m for the FS/CARE schemes. This asset was not recognised

in the accounts. This compares with an asset of £0.79m in the previous year

7. FUNDING

Traditional fundraising activities (excluding Donations in Kind) continue to be less of an income source for the Trust.

The majority of our income comes from paid for service; residential services, corporate partnerships or wellbeing services, of which some are of a minimum contract duration of one year but with some now incorporating 3 or 4 year contracts.

Sources of funding:

- Residents
- Local authorities
- Grants & Institutions
- Wellbeing Services

This funding model allows the Trust to plan and mitigate against financial incidents and promotes some stability of income. It also allows us to continuously pivot to meet the needs of our clients, coping with the changing wellbeing landscape and the ongoing challenges faced by our beneficiaries.

Within the traditional fundraising disciplines our key focus is on Events, Challenges, Trusts and Institutions and Donors both individual and corporate. However, looking forward, our strategy continues to be driven by our wellbeing services as traditional sources such as Events slowly return to the extent that they existed pre-pandemic.

8. FUNDRAISING REGULATOR

We are registered with the Fundraising Regulator, demonstrating our commitment to ethical fundraising practice. We are committed to abide by the Code of Fundraising Practice and to the Fundraising Promise and are authorised to use the Fundraising Regulator badge on our fundraising materials.

To deliver our charitable purpose, we actively engage in maintaining and growing a wide range of funding sources.

All fundraising supports the Trust's strategy and is in keeping with its values, ethics and reputation. Fundraising activity adheres to the following standards and complies with all relevant laws, including GDPR regulations:

- the Trust is committed to protecting data and privacy. We ensure that any information given to us is held securely and safely;
- the Trust holds and processes personal details in accordance with Data Protection Legislation, which is the Data Protection Act

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TRUSTEES' REPORT (continued)

2018 and the General Data Protection Regulation (EU) 2016/679;

- the Trust is registered with the Information Commissioner (Registration Number Z8109661);
- all communications to the public shall be truthful and open;
- all monies raised will be for the stated purpose and will comply with our stated mission and purpose;
- all personal information is confidential and is not for sale or given away or disclosed to any third party without the individuals consent;
- no person directly or indirectly employed or volunteering shall accept commissions, bonuses or payments for fundraising activities on behalf of the organisation;
- all fundraising activities must protect the reputation and integrity of the Trust at all times;
- financial contributions will only be accepted if considered ethical;
- we are always sensitive to signs that may indicate that any individual is in vulnerable circumstances, and needs support to make an informed decision. If we reasonably believe the individual lacks capacity to make a decision then a donation will not be accepted or will be returned if already made.

There were no fundraising complaints during the year.

9. COMPLAINTS

When we receive a complaint, we endeavour to resolve it quickly, fairly and effectively. We continue to improve the services we provide by listening and responding to the views of our clients, partners and stakeholders and by responding positively to complaints. We aim to ensure that:

- making a complaint is as easy as possible;
- we treat a complaint as a clear expression of dissatisfaction with our service which calls for an immediate response;
- we deal with it promptly, politely and where appropriate confidentially;
- we will respond in the correct way, for example, with an explanation, apology or information on any action taken;
- we will learn from complaints and use them to improve the services that we offer.

10. GDPR

We have a robust internal process for review of any issues we are notified of with regard to GDPR. The Head of Governance is responsible for data

protection and is registered with the ICO as our Data Protection Officer.

We continue to take data protection and data governance seriously and are working to ensure our activities all take place within a framework that respects the rights of the individuals who share their data with us. To support this commitment, we continue to provide training and support to all colleagues as well as actively monitoring processes and systems for vulnerabilities.

STRUCTURE, GOVERNANCE AND MANAGEMENT

1. INCORPORATION, LEGAL AND ORGANISATIONAL STRUCTURE

The Trust was incorporated on 17 July 2001 as a private company under the Companies Act and registered as a charity on 17 January 2002. Its memorandum sets out the objects and powers of the organisation and is governed in accordance with its Articles of Association. The Trust complies with HCA Governance & Financial Viability Standard. The retirement estates are across five locations in the United Kingdom; London, Glasgow (Crookfur), Derby, Liverpool and Salford.

2. GOVERNANCE

The governing body of the Trust is the Board of Directors, who are the Trust's Trustees. The Board governs the organisation in line with its vision, aims and strategy. It is also responsible for compliance with the legal and statutory requirements of a UK charity and of a registered company.

The Board comprises at least three and not more than fourteen members or such other number as the Trustees may decide. New members are selected using formal recruitment processes and elected to the Board by the existing membership.

Trustees serve for three years with a second term available also of three years in line with Charity Commission best practice. The normal tenure of a trustee is therefore six years.

There is a formal induction programme for new Trustees and all Trustees are encouraged to undergo external training for continuing development.

The Board met five times in the year to oversee and steer the work of the organisation; management of the Trust is delegated by the Trustees to the Chief Executive and the Executive team. It delegates appropriate functions to the Board sub-committees listed below and at least two members of every committee must be a Trustee.

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TRUSTEES' REPORT *(continued)*

Sub-committees

Chair

Risk/Audit/Finance	Brian Small (resigned) / Paul Allen
Remuneration & Nominations	Mike Logue (resigned) / Lesley Exley
Supported Living & Property	Philip Bell-Brown

3. PUBLIC BENEFIT STATEMENT

The Trust develops its strategic plan to provide public benefit and achieve its objectives as set out in the objects of the Trust.

The Trustees confirm that they have referred and had due regard to the guidance contained in the Charity Commission's general guidance on public benefit when reviewing the Trust's aims and objectives and in planning future activities.

4. INTERNAL CONTROL

The Trustees have overall responsibility for establishing and maintaining the whole system of internal controls and for overseeing its effectiveness.

The Board recognises that no system of internal control can provide absolute assurance or eliminate all risk. The system of internal control is designed to manage risk and provide assurance that key business objectives and expected outcomes will be achieved. It also exists to give reasonable assurance about the preparation and reliability of financial and operational information and the safeguarding of the Trust's assets and interests. In meeting its responsibilities, the Risk, Audit and Finance Committee (RAF) has adopted a risk-based approach to internal controls. This includes a regular review of the risks to which the Trust is exposed, evaluating their nature and impact. Risk self-assessments are performed throughout the year and are audited on an annual basis.

In the prior year the Board appointed Mazars LLP to act as its internal auditors for a 3-year plan of audits. All audit reports, subsequent actions and follow ups are considered by the RAF Committee. A schedule of actions is prepared periodically and reviewed with the Chief Financial Officer and subsequently presented to the RAF committee for review.

The means by which the Board reviews the effectiveness of the systems of internal control, together with the robustness of the risk management framework, include standing orders and financial regulations which clearly set out the systems of delegation and authority which are in

place. These are reviewed on a regular basis by the Board. There are also defined policies and procedures with which employees and Board members must comply to ensure the completeness and accuracy of transactions.

The RAF Committee meets up to four times per year. It considers the external auditor's management letter which outlines weaknesses in internal control. Action to rectify weaknesses identified is monitored by the committee.

5. RISK

Trustees consider the key risks facing the Trust are:

Financial

The risk is that the income generation from services, donations and other fundraising activity is insufficient to meet the needs of the beneficiaries. We manage this risk to services and fundraising activity by monitoring and regularly evaluating existing income sources, by developing new sources of funding and encouraging strong expenditure controls. In extreme circumstances, the Trustees may need to reconsider some of the forms of support we provide.

Failure to support those in need

Failure to create awareness of the Trust in potential beneficiaries who are in need also presents a risk. We manage this through continuous marketing, an engaged feedback and relationship management process with retailers and networking. We monitor the reach of our services by use of KPI measures and are dedicated to delivering practical support, guidance and development opportunities to those most in need.

Residential Estates sustainability

There's a risk that voids are not managed sufficiently well to continue to produce trading surpluses which can sustain not only future growth plans but ongoing maintenance and repair costs. This is a constant focus of the Housing team and the low void rates throughout the period, highlight the popularity of the estates.

We mitigate future challenges by strictly following government guidelines and ensuring our internal controls are regularly reviewed and updated in line with the guidelines and monitoring those of the local authority care providers attending our extra care facilities.

Safety

There's a risk of an incident which would impact residents, visitors or employees. We manage this through a rigorous process of health and safety procedures and independent audits. During the

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TRUSTEES' REPORT *(continued)*

winter months, we encourage all staff and residents to take the flu jab and COVID boosters, where relevant to limit as much as possible any impact of flu-related outbreaks across our teams, in particular, those working with our elderly residents.

Data Protection

To mitigate data protection risks the Trust undertakes rigorous work to ensure compliance with GDPR. We audit compliance and provide clear guidance on managing how information is used, passed on, and stored particularly with remote working in place for the majority of employees.

Cyber Security

The Trust is aware of the risk of cyber-attacks and promotes investment in resources and scrutiny which manages the risk. The Trust has recently become accredited to the Cyber Security Essentials standard.

Disaster Recovery and External Events

We have created plans which would be followed in the event of a disaster. For this purpose, disasters fall into the following categories:

Financial – a loss exceeding £1m

Physical – a disaster on one of the estates such as a viral outbreak

Reputational – in the national press with adverse reports

Industry – a huge loss in the community which we serve

In each case, a pre-determined committee would meet with a set of pre-determined actions. Public relations messages would be prepared and ready to be released.

6. FRAUD

The Trust manages fraud risks through the system of internal controls and procedures. There is also an anti-fraud policy in place which sets out clear procedures for the reporting and investigation of suspected irregularities of any sort.

All cases of fraud or attempted fraud are reported to the RAF so they may consider whether appropriate action has been taken and whether internal controls require further review. All matters of financial loss are reported to the Police and all cases above the limit set by the Homes and Communities Agency are reported to them. The anti-fraud policy contains the clear message about the sanctions that will be employed for members of staff who are found to have perpetrated a fraud. A register of all incidents is open for inspection by members of the Board.

7. STATEMENT OF TRUSTEES' RESPONSIBILITIES

The Trustees are responsible for preparing the Annual Report and the Financial Statements in accordance with applicable law and the United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Company, housing and trust 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 group and the parent and of the income and expenditure of the group and the parent for that period.

In preparing those financial statements, the Trustees are required to:

- select suitable accounting policies and then apply them consistently;
- observe the methods and principles in the Housing SORP;
- make judgements 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;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group and the parent will continue in business.

The Trustees are responsible for keeping adequate accounting records to show and explain the group's and the parent's transactions and disclose with reasonable accuracy at any time the financial position of the group and the parent and enable them to ensure that the financial statements comply with the Companies Act 2006, the Housing and Regeneration Act 2008, the Accounting Direction for Private Registered Providers of Social Housing 2019, the Charities and Trustee Investment (Scotland) Act 2005 and the Charities Accounts (Scotland) Regulations 2006. They are also responsible for safeguarding the assets of the group and the parent and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

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

Retail Trust

TRUSTEES' REPORT *(continued)*

8. STATEMENT AS TO DISCLOSURE OF INFORMATION TO THE AUDITOR

The Trustees who were in office on the date of approval of these financial statements have confirmed, as far as they are aware, that there is no relevant audit information of which the auditor is unaware. Each of the Trustees have confirmed that they have taken all the steps that they ought to have taken as Trustees in order to make themselves aware of any relevant audit information and to establish that it has been communicated to the auditor.

9. SUBSIDIARY UNDERTAKINGS

At 30 April 2024 the Trust had three subsidiaries, Retail Trust Events Limited, Cottage Homes Contracts Limited and RT Wellbeing Services Limited which are incorporated as private companies under the Companies Act 2006.

Retail Trust Events Limited is a trading subsidiary which establishes corporate partnerships, conducts celebration events and other trading activities.

Cottage Homes Contracts Limited is a subsidiary which manages building and maintenance contracts of behalf of the Trust.

RT Wellbeing Services Limited is a subsidiary which manages income and costs of Wellbeing Services.

Retail Trust is the ultimate controlling party of all subsidiaries.

10. DIVERSITY AND EQUALITY

During the year, we continued to deliver relevant training and resources as standard to all employees. We have introduced clearer guidance for all employees to feel empowered to contribute to the topic of diversity, equality and inclusion in the workplace.

Mental health and wellbeing continue to be at the forefront of our activities and we continue to ensure that our employees are happy and healthy in their personal and professional lives. Our content and resources, which have proven relevant for our partners, has been just as engaging internally and we endeavour to remain open and accepting of all people.

Remote working remains a permanent option for our teams and we have been able to further drive flexible working across the Trust with the opening of our central London hub, making collaboration and supporting each other easier for those who regularly travel away from their base locations for client engagements.

We encourage our employees to "Share the Load". Particularly with managers who often are encouraged through understanding each other's challenges and embracing the learning that other teams have benefitted from through adapting continuously to our changing needs as human beings.

We continue to challenge ourselves to ensure that employee wellbeing, diversity and inclusion is central to our organisations strategic planning moving forward.

11. AUDITORS

Haysmacintyre LLP have been appointed as the auditor at the Annual General Meeting.

This Trustees Report, including the Strategic report was approved by the Board on 24 September 2024.



Alistair McGeorge

Chairman



Paul Allen

Honorary Treasurer