

Registered number: 08030289

OPEN DATA INSTITUTE
(A company limited by guarantee)

Directors' report and financial statements
for the year ended 31 December 2014

OPEN DATA INSTITUTE

(A company limited by guarantee)

Company Information

Directors	Nigel R Shadbolt Timothy J Berners-Lee Gavin R Starks Roger Hampson Robert K Bryan John R Marsh
Company secretary	Robert K Bryan
Registered number	08030289
Registered office	3 rd Floor 65 Clifton Street London EC2A 4JE
Independent auditors	PricewaterhouseCoopers LLP Abacus House Castle Park Cambridge CB3 0AN

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Directors' report for the year ended 31 December 2014

The Directors present their report and the financial statements for the year ended 31 December 2014.

Principal Activities

The principal activities of the Open Data Institute during the year were to catalyse the evolution of open data culture to create economic, environmental, and social value. We have helped to unlock supply, generate demand, create and disseminate knowledge to address local and global issues. We have convened world-class experts to collaborate, incubate, nurture and mentor new ideas, and promote innovation. We have also enabled anyone to learn and engage with open data.

Directors' responsibilities statement

The Directors are responsible for preparing the Directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company 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 Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Directors

The Directors who served during the year and up to date of signing these financial statements were:

Nigel R Shadbolt
Timothy J Berners-Lee
Gavin R Starks
Roger Hampson
Robert K Bryan
John R Marsh

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**Directors' report (continued)
for the year ended 31 December 2014**

Disclosure of information to auditors

Each of the persons who are Directors at the time when this Directors' report is approved has confirmed that:

- so far as that Director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- that Director has taken all the steps that ought to have been taken as a Director in order to be aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

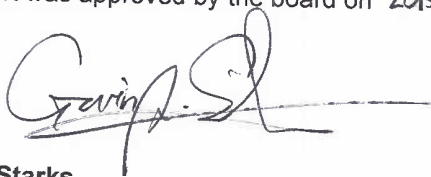
This confirmation is given and should be interpreted in accordance with S418a of the Companies Act 2006.

Independent Auditor

The auditors, PricewaterhouseCoopers LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006.

This report was approved by the board on 2015-05-28 and signed on its behalf.

A handwritten signature in black ink, appearing to read 'Gavin R Starks', with a horizontal line extending to the right.

Gavin R Starks
Director

Independent auditors' report to the members of Open Data Institute

Our opinion

In our opinion, ODI's financial statements (the "financial statements"):

- give a true and fair view of the state of the company's affairs as at 31 December 2014 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

What we have audited

ODI's financial statements comprise:

- the balance sheet as at 31 December 2014;
- the profit and loss account and statement of total recognised gains and losses for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in the preparation of the financial statements is applicable law and the Financial Reporting Standard for Smaller Entities (Effective April 2008) (United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities).

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion, the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Other matters on which we are required to report by exception

Adequacy of accounting records and information and explanations received

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

Directors' remuneration

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

Entitlement to exemptions

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to: prepare financial statements in accordance with the small companies regime; take advantage of the small companies exemption in preparing the Directors' Report; and take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.

Independent auditors' report to the members of Open Data Institute (continued)

Responsibilities for the financial statements and the audit

Our responsibilities and those of the directors

As explained more fully in the Directors' Responsibilities Statement set out on page 1, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view.

Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland) ("ISAs (UK & Ireland)"). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

What an audit of financial statements involves

We conducted our audit in accordance with ISAs (UK & Ireland). An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of:

- whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed;
- the reasonableness of significant accounting estimates made by the directors; and
- the overall presentation of the financial statements.

We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

In addition, we read all the financial and non-financial information in the Directors' report and financial statements to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.



Simon Ormiston (Senior Statutory Auditor)

for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Cambridge

28 May 2015

- (a) The maintenance and integrity of the ODI website is the responsibility of the directors; the work carried out by the auditors does not involve consideration of these matters and, accordingly, the auditors accept no responsibility for any changes that may have occurred to the financial statements since they were initially presented on the website.
- (b) Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

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**Profit and loss account
for the year ended 31 December 2014**

	Note	Year ended 31 December 2014 £	Restated Year ended 31 December 2013 £
Turnover	1,2	3,982,433	3,118,596
Administrative expenses		<u>(3,968,200)</u>	<u>(2,824,758)</u>
Profit on ordinary activities before taxation		14,233	293,838
Tax on profit on ordinary activities	5	<u>(43,270)</u>	<u>(25,535)</u>
(Loss)/profit for the financial year		<u><u>(29,037)</u></u>	<u><u>268,303</u></u>

The notes on pages 7 to 15 form part of these financial statements.

**Statement of total recognised gains and losses
for the year ended 31 December 2014**

	2014 £	2013 £
(Loss)/Profit for the financial year	(29,037)	268,303
Total recognised losses and gains relating to the year	(29,037)	<u>268,303</u>
Prior year adjustment (refer to accounting policy 1.3)	(230,626)	
Total losses and gains recognised since last annual report	<u>(259,663)</u>	

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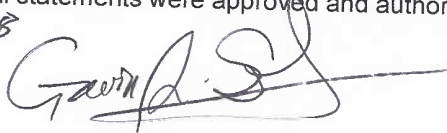
Balance sheet
as at 31 December 2014

	Note	2014		Restated 2013	
		£	£	£	£
Fixed assets					
Tangible assets	6		201,207		247,992
Investments	7		<u>2</u>		<u>1</u>
			201,209		247,993
Current assets					
Debtors	8	1,033,603		1,278,686	
Cash at bank		<u>671,947</u>		<u>795,552</u>	
		1,705,550		2,074,238	
Creditors: amounts falling due within one year	9	<u>(1,243,848)</u>		<u>(1,561,384)</u>	
Net current assets			<u>461,702</u>		<u>512,854</u>
Total assets less current liabilities			662,911		760,847
Creditors: amounts falling due after more than one year	10		(365,852)		(434,751)
Provisions for liabilities					
Other provisions	11		<u>(57,793)</u>		<u>(57,793)</u>
Net assets			<u>239,266</u>		<u>268,303</u>
Capital and reserves					
Profit and loss account	14		<u>239,266</u>		<u>268,303</u>
			<u>239,266</u>		<u>268,303</u>

The financial statements have been prepared in accordance with the special provisions applicable to small companies within Part 15 of the Companies Act 2006 and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008).

The financial statements were approved and authorised for issue by the board and were signed on its behalf on

2015-05-28



Gavin R Starks
Director

The notes on pages 7 to 15 form part of these financial statements.

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Notes to the financial statements for the year ended 31 December 2014

1. ACCOUNTING POLICIES

1.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008) and in accordance with the special provisions of Part 15 of the Companies Act 2006 for small companies.

The Company is the parent undertaking of a small group and as such is not required by the Companies Act 2006 to prepare group accounts. These financial statements therefore present information about the Company as an individual undertaking and not about its group.

1.2 Going concern

£10 million of funding is to be received from the Innovate UK (formerly Technology Strategy Board) to be spread over 5 years, which started in July 2012. This funding is based on the business plan submitted to the TSB. The directors are confident that they will keep within the budgets outlined in the business plan for this and other forms of funding and therefore will continue to receive funding. For this reason, the directors believe the company can be regarded as a going concern.

1.3 Change in accounting policy and prior year adjustment

Under the Open Data Institute's previous income recognition policy, a particular revenue stream was treated as if it were a one-off donation without specific conditions and recognised as revenue at the point of receipt, crediting a "designated" reserve. Where such amounts are technically repayable if the Institute does not incur relevant expenditure, the directors now consider that a more appropriate accounting policy is to categorise such amounts as grants and to recognise the income as the related expenditure is incurred. The adoption of this new accounting policy has given rise to a prior year adjustment in relation to the accounting for such income streams.

The impact of this change in accounting policy is as follows:

Restatement of the prior year turnover to derecognise revenue of £230,626 and move this amount from designated reserves at 31 December 2013 to deferred income. The £230,626 revenue was recognised in 2014. The approximate tax effect of this is a £46,125 reduction in the tax liability recognised in 2014. The net impact is a decrease to profit recognised in 2013 of £230,626.

1.4 Government and other grants

Government grants are recognised in the profit and loss account so as to match them with the expenditure towards which they are intended to contribute and, where relevant, that the ODI has complied with all attached conditions. Where income is received in advance of entitlement to recognise its recognition is deferred and it is included in creditors as deferred income. Where entitlement occurs before income is received, the income is accrued.

1.5 Taxation

The tax expense for the period comprises current and deferred tax.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date (see note 5 for details).

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date except that the recognition of deferred tax assets is limited to the extent that the company anticipates making sufficient taxable profits in the future to absorb the reversal of the underlying timing differences. Deferred tax balances are not discounted.

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Notes to the financial statements
for the year ended 31 December 2014

1. ACCOUNTING POLICIES (continued)

1.6 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost of fixed assets, less their estimated residual value, over their expected useful lives on the following bases:

Fixture and fittings	-	20% straight line basis
Office & Computer Equipment	-	33.33% straight line basis

1.7 Investments

Investments held as fixed assets are shown at cost less provision for impairment.

1.8 Operating leases

Rentals payable under operating leases are charged to the profit and loss account on a straight-line basis over the lease term.

Benefits received and receivable as an incentive to sign an operating lease are recognised on a straight-line basis over the period until the date the rent is expected to be adjusted to the prevailing market rate.

1.9 Foreign currencies

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at rates of exchange ruling at the balance sheet date.

Transactions in foreign currencies are translated into sterling at the rate ruling on the date of the transaction.

Exchange gains and losses are recognised in the profit and loss account.

1.10 Turnover

Turnover comprises, other than grant income, the value of goods and services supplied by the company, net of VAT. Membership income is recognised over the period which companies commit to the Institute's Membership Programme. Professional services income is recognised once the performance obligations have been fulfilled.

1.11 Cash flow

The company has taken advantage of the small company exemption from preparing a cash flow statement.

1.12 Provision

Provisions are recognised when the company has a present obligation as a result of a past event, it is probable that a transfer of economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

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**Notes to the financial statements
for the year ended 31 December 2014**

2. TURNOVER

The Company's turnover is split as follows:

	Year ended 31 December 2014 £	<i>Restated Year 31 December 2013 £</i>
Grant income	2,797,815	2,707,712
Membership income	434,383	220,678
Professional services and training	624,913	139,193
Other income	125,322	51,013
	<hr/> 3,982,433 <hr/>	<hr/> 3,118,596 <hr/>

3. (Loss)/Profit on ordinary activities

The (loss)/profit is stated after charging:

	Year ended 31 December 2014 £	<i>Year ended 31 December 2013 £</i>
Depreciation of tangible fixed assets: - owned by the company	78,457	68,820
Auditors' remuneration	35,000	20,000
Operating lease charges - other	105,167	101,312
	<hr/> 218,624 <hr/>	<hr/> 190,132 <hr/>

4. DIRECTORS' REMUNERATION

	Year ended 31 December 2014 £	<i>Year ended 31 December 2013 £</i>
Aggregate remuneration	245,855	230,938
	<hr/> 245,855 <hr/>	<hr/> 230,938 <hr/>

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Notes to the financial statements
for the year ended 31 December 2014

5. TAXATION

	Year ended 31 December 2014 £	Year ended 31 December 2013 £
UK corporation tax charge for the year	<u>43,270</u>	<u>25,535</u>

The tax for the period is higher (2013: lower) than the standard effective rate of corporation tax in the UK for the year ended 31 December 2014 of 20% (2013: 20%). The differences are explained below:

Factors affecting the tax charge for the current year

The tax charge is reconciled below:

	2014 £	2013 £
Current tax reconciliation		
Profit on ordinary activities before tax	14,233	293,838
Corporation tax at 20% based on profit for the year	2,847	58,768
Effects of:		
Adjustments in respect of prior periods	33,833	-
Other timing differences	<u>6,590</u>	<u>(33,233)</u>
Current tax charge for the year	<u>43,270</u>	<u>25,535</u>

Factors affecting current/future tax charges

Finance Act 2012, which was enacted on 17 July 2012, includes legislation reducing the main UK corporation tax rate from 24% to 23%, effective from 1 April 2013. Finance Act 2013, which was enacted on 17 July 2013, includes legislation reducing the main UK corporation tax rate from 23% to 21%, effective from 1 April 2014. The financial statements reflect these changes.

Finance Act 2013 also includes legislation reducing the main UK corporation tax rate from 21% to 20%, effective from 1 April 2015.

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**Notes to the financial statements
for the year ended 31 December 2014**

6. TANGIBLE ASSETS

	Fixtures & fittings £	Office and computer equipment £	Total £
Cost			
At 1 January 2014	275,363	54,844	330,207
Additions	-	31,672	31,672
At 31 December 2014	<u>275,363</u>	<u>86,516</u>	<u>361,879</u>
Depreciation			
At 1 January 2014	66,206	16,009	82,215
Charge for the year	55,074	23,383	78,457
At 31 December 2014	<u>121,280</u>	<u>39,392</u>	<u>160,672</u>
Net book value			
At 31 December 2014	<u>154,083</u>	<u>47,124</u>	<u>201,207</u>
At 31 December 2013	<u>209,157</u>	<u>38,835</u>	<u>247,992</u>

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Notes to the financial statements
for the year ended 31 December 2014

7. INVESTMENTS

Cost	Investments in subsidiary companies £
At 1 January 2014	1
Addition	1
At 31 December 2014	<u>2</u>
Net book value	
At 31 December 2014	<u>2</u>
At 31 December 2013	<u>1</u>
Subsidiary undertakings	

The following are subsidiary undertakings of the Company incorporated in the UK:

Name	Class of shares	Holding
Open Data Institute Trading Limited	Ordinary	100%
Open Addresses Limited	Ordinary	100%

The principal activities of these companies are to engage in commercial professional services. The aggregate of the share capital and reserves as at 31 December 2014 and of the profit or loss for the year ended on that date for the subsidiary undertaking is as follows:

Name	Aggregate of share capital and reserves £	Profit/(loss) £
Open Data Institute Trading Limited	<u>1</u>	<u>-</u>

Open Data Institute Trading Limited was dormant in the year.

Name	Aggregate of share capital and reserves £	Profit/(loss) £
Open Addresses Limited	<u>1</u>	<u>-</u>

Open Addresses Limited was incorporated and began trading in December 2014.

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Notes to the financial statements for the year ended 31 December 2014

8. DEBTORS

	2014	2013
	£	£
Trade debtors	444,169	289,841
Amounts owing from group undertakings	33,702	-
Other debtors	99,423	67,547
Prepayments and accrued income	456,309	921,298
	<u>1,033,603</u>	<u>1,278,686</u>

The amounts owing from group undertakings are repayable on demand, interest free and unsecured.

9. CREDITORS: Amounts falling due within one year

	2014	Restated 2013
	£	£
Trade creditors	382,162	146,114
Other creditors including tax and social security	234,517	176,618
Accruals and deferred income	627,169	1,238,652
	<u>1,243,848</u>	<u>1,561,384</u>

10. CREDITORS: Amounts falling due after more than one year

	2014	2013
	£	£
TSB working capital	260,000	260,000
Deferred grant income for tangible fixed assets	105,852	174,751
	<u>365,852</u>	<u>434,751</u>

The Technology Strategy Board (TSB) working capital has been provided to the Company to assist with the operations and cash flows. This will be deducted from the final grant claim at the end of the funding period.

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Notes to the financial statements
for the year ended 31 December 2014

11. PROVISIONS

	Dilapidation provision £
At 1 January 2014	
Additions	57,793
	<u>-</u>
At 31 December 2014	<u>57,793</u>

Dilapidation provision

A dilapidation provision has been made in respect of the costs expected to be incurred to restore the rented offices to their original condition. This is expected to be utilised in 5 years.

12. COMPANY STATUS

The Company is a private company limited by guarantee and consequently does not have share capital. Each of the members is liable to contribute an amount not exceeding £1.00 towards the assets of the Company in the event of liquidation.

13. OPERATING LEASE COMMITMENTS

At 31 December 2014 the Company had annual commitments under non-cancellable operating leases as follows:

	2014 £	2013 £
Expiry date:		
Between 2 and 5 years	<u>130,480</u>	<u>130,480</u>

14. RESERVES

	2014 £
As at 1 January 2014 (as previously stated)	498,929
Prior year adjustment	(230,626)
As at 1 January 2014 (as restated)	268,303
Loss for the year	(29,037)
As at 31 December 2014	<u>239,266</u>

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Notes to the financial statements for the year ended 31 December 2014

15. RELATED PARTY TRANSACTIONS

During the period, the Company incurred expenditure totalling £288,063 (including VAT) (2013 £350,234) from the University of Southampton for which N R Shadbolt (a director) works as a professor. £213,169 of this related to the rental lease agreement and associated costs, along with £35,000 related to a staff secondment.

The Company entered into a rental lease agreement in 2012, with the University of Southampton, for which there was a rent free period of 11 months. The total lease payments have been spread over the lease period and a rental charge amounting to £129,497 has been incurred during the current period.

The amount owed by Open Data Institute to the University of Southampton at the balance sheet date is £76,880 (2013 £17,201), which is included in trade creditors.

During the period, transactions with BPE Solicitors LLP, of which R Bryan (a director) is a Director, amounted to £89,033 (2013 £90,263) for legal services provided by BPE Solicitors LLP.

The amount owed by Open Data Institute to BPE Solicitors LLP at the balance sheet date is £10,162 (2013 £7,750) which is included in trade creditors.

During the period, transactions with The Web Foundation, of which Timothy Berners-Lee (a director) is a Director, amounted to £7,963 for consultancy services provided by The Web Foundation.

The amount owed by Open Data Institute to The Web Foundation at the balance sheet date is £7,963, which is included in trade creditors.

During the period, transactions with AMEE Ltd, of which Gavin Starks (a director) is the chair and shareholder, amounted to £720 for membership services provided by the Open Data Institute to AMEE Ltd.

Key management personnel received £108,373 (2013 £90,905) amounts for contracts of services.

16. CONTROLLING PARTY

The Company was under the control of the members, who are the Directors of the Company.