

St. Francis Housing Association Limited
(A company limited by guarantee and having no share capital)

**Directors' Report and Financial Statements
for the financial year ended
31 December 2015**

ST. FRANCIS HOUSING ASSOCIATION LIMITED
REPORT AND FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

CONTENTS	PAGE
DIRECTORS AND OTHER INFORMATION	2 - 4
DIRECTORS' REPORT	5 - 8
INDEPENDENT AUDITORS' REPORT	9 - 10
INCOME STATEMENT	11
BALANCE SHEET	12
NOTES TO THE FINANCIAL STATEMENTS	13 - 15

ST. FRANCIS HOUSING ASSOCIATION LIMITED

DIRECTORS AND OTHER INFORMATION

DIRECTORS/TRUSTEES:

Mr Mick Price (Chair)
Rev Hugh McKenna OFM
Rev Kieran Cronin OFM
Rev Patrick Lynch OFM
Mr Brian Melaugh
Dr Joanne Fenton
Mr Marcus Keane
Rev Joe Walsh OFM
Mr. Ray Langton
Dr Siobhan Garrigan

MEMBERS:

Rev Hugh McKenna OFM
Rev Kieran Cronin OFM
Rev Joseph MacMahon OFM
Rev Patrick Lynch OFM
Rev Patrick Younge OFM
Rev Liam Kelly OFM
Rev Pdraig Breheny OFM

SECRETARY:

L & P Trustee Services Limited
2/3 Terminus Mills
Clonskeagh Road
Dublin 6
D06 YP23

BOARD SUB-COMMITTEES:

Finance Sub Committee

Rev Kieran Cronin OFM (Chair)
Ms Mairead Divilly
Mr Ray Langton

Audit & Risk Sub Committee

Mr. Ray Langton (Chair)
Rev Kieran Cronin OFM
Ms Mairead Divilly

Governance & Nominations Sub Committee

Mr Marcus Keane (Chair)
Mr Mick Price
Ms Fidelma Keogh

Client Services Sub Committee

Mr Mick Price (Chair)
Mr Brian Melaugh
Dr Joanne Fenton
Dr Siobhan Garrigan

HR & Remuneration Sub Committee

Mr Mick Price (Chair)
Mr Marcus Keane
Mr Ray Langton

ST. FRANCIS HOUSING ASSOCIATION LIMITED

DIRECTORS AND OTHER INFORMATION (CONTINUED)

Fundraising Sub Committee

Mr Ray Langton (Chair)
Mr Marcus Keane
Mr Mick Price

EXECUTIVE LEADERSHIP TEAM:

CEO

Mr Tony Geoghegan

Head of Human Resources

Ms Paula Byrne

Head of Finance

Ms Jennifer Owens

Head of Day Services

Mr Mark Kennedy

Head of Residential Services

Mr Richard Cunningham

ST. FRANCIS HOUSING ASSOCIATION LIMITED

DIRECTORS AND OTHER INFORMATION (CONTINUED)

COMPANY NUMBER: 449783

CHARITY NUMBER: CHY 18159

CRA NUMBER 20069117

REGISTERED OFFICE: 24 Merchants Court
Merchants Quay
Dublin 8

SOLICITORS: Marcus A. Lynch & Son
12 Lower Ormond Quay
Dublin 1

PRINCIPAL BANKERS: AIB Bank
7/12 Dame Street
Dublin 2

PLACES OF OPERATION: St. Francis Farm
Tullow
Co Carlow
16 Ballymount Cottages
Dublin 22
68 Easton Row
Easton Meadow Estate
Leixlip
Co. Kildare.

INDEPENDENT AUDITOR: Deloitte
Chartered Accountants and Statutory Audit Firm
Deloitte & Touche House
Earlsfort Terrace
Dublin 2

ST. FRANCIS HOUSING ASSOCIATION LIMITED

DIRECTORS' REPORT (CONTINUED)

DIRECTORS AND SECRETARY

The directors, who served at any time during the financial year except as noted, were as follows:

Directors:

Mr Mick Price (Chair)
Rev Hugh McKenna OFM
Rev Kieran Cronin OFM
Rev Patrick Lynch OFM
Mr Brian Melaugh
Dr Joanne Fenton
Mr Marcus Keane
Rev Joe Walsh OFM
Mr. Ray Langton (appointed 18/06/2015)
Dr Siobhan Garrigan (appointed 01/09/2015)

Secretary:

L & P Trustee Services Limited

Directors are appointed by the Members of the Company. The Chairperson of the Board of Directors shall be appointed by the Members for a three year term and may be reappointed. The Members are the Definitory of the Order of Friars Minor of the Irish Franciscan Province.

The term of office of a Director shall be three years and Directors may be reappointed.

The composition of the Board shall be not more than ten persons and not less than five. The quorum for meetings is four. All Directors are chosen on the basis of their willingness to serve, ability, governance experience and support of the ethos and mission of the Company. In line with this, the Board enhanced its membership with the appointment of Mr. Ray Langton on the 18 June 2015 and Dr Siobhan Garrigan on the 1st September 2015. The Board is committed to ensuring it has the necessary mix of skills and expertise and where necessary, seeks professional advice.

The Board meets formally at least 6 times a year. During 2015 the Board met ten times.

Directors are required to undergo an induction programme to ensure that collectively they have the overview necessary necessary oversight for the appropriate governance of the organisation. Training is arranged when a need is identified. With the exception of necessitous expenses, Directors are not remunerated for their work on the Board nor can they be appointed to any salaried position of the Company. No expenses were paid to Directors during the financial year (2015: €nil).

The Members meet annually to receive the annual report and audited financial statements of the Company. Other meetings may take place as required.

GOVERNANCE AND MANAGEMENT (CONTINUED)

There are currently six sub-committees of the Board

1. The Finance Sub-Committee is responsible for overseeing the Board's financial responsibilities and ensuring that effective systems, financial controls and procedures are in place to enable the organisation to operate in an orderly and efficient manner, and to report and make recommendations to the Board thereon.
2. The Audit & Risk Committee is responsible for the monitoring and review of the organisation's financial performance and financial controls, including the organisation's internal audit function, making recommendations to the Board about the appointment and remuneration of the external auditor and all matters relating to the external audit process, and overseeing reviewing and monitoring Risk within the organisation.
3. The Client Services Sub Committee is responsible for overseeing the services and operations of the Company. It is also responsible for assisting the Board in the planning and development of new services, the development and implementation of appropriate quality standards, compliance reporting to stakeholders and the clinical governance of the services such as supervision, good quality standards and best practice. The Committee is also responsible for considering the impact of any new Client Service proposals in line with the strategic plan, opportunities and considering the challenges which may arise in any change process.
4. The Governance & Nominations Sub Committee is responsible for ensuring that best practice is adhered to regarding governance, accountability and transparency, monitoring and reviewing adherence to relevant voluntary Codes and Statutory Guidelines and making recommendations on nominations for Board membership, ensuring that the organisation has sufficient resourcing with the correct skills and expertise in place to achieve its strategic objectives.
5. The HR & Remuneration Sub Committee is responsible for overseeing employment practices, pay and pay structures and to consider, advise and recommend on organisational restructuring.
6. The Fundraising Sub Committee is responsible for ensuring that best practices are adhered to regarding Fundraising practice, oversight and to make recommendations to the Board regarding the Fundraising strategy.

MANAGEMENT

The Company is led and controlled by a Board of Directors ("the Board") which is collectively responsible for ensuring the delivery of the organisation's objectives, for setting its strategic direction, and for upholding its values.

Day-to-day management of the organisation is delegated to the Chief Executive Officer and the Executive Leadership Team.

All of the above form the key management team.

RISK ASSESSMENT

Following good governance practice, the former Finance and Audit Committee has now been separated into an Audit & Risk Committee and a Finance Committee. The Board of Directors commissioned a full risk assessment of the Company which was completed in June 2015 in order to develop a full risk management policy to minimise, monitor, and control the probability and impact of risk. The executive leadership team along with relevant sub-committees will be responsible for developing and executing the organisation's Risk Management programme.

The Directors have considered the principal risk factors that could materially and adversely affect the Company's future operating activities. The Risk Register contains the top 8-10 risks identified within MQI across a number of areas including Operational, Regulatory, Environmental, Resourcing and Strategic Risks.

The Company has appropriate insurance and business policies to limit the risks associated with its activities and the Audit & Risk Committee reporting to the Board of Directors reviews, assesses and monitors the organisation's control and risk management systems, its Risk Register and Risk Appetite Statement.

COMMITMENT TO BEST PRACTICE IN CORPORATE GOVERNANCE

The Company contained within Code of Practice for Good Governance of Community, Voluntary and Charitable Organisations in Ireland ("the Code") and is currently on the journey to being fully compliant. The Company recognises that organisations have a responsibility to follow a code of good practice when it comes to how their organisations are run. Merchants Quay Project is currently on the journey towards being compliant with the Governance Code: A Code of Practice for Good Governance of Community, Voluntary and Charitable Organisations in Ireland. The aim of the Code is to determine and formulate standards of best practice in corporate governance applicable to areas such as leadership, exercising control, transparency and accountability, working effectively and behaving with integrity.

This process involves a thorough review and assessment of the organisation's policies, procedures, structures and values to ensure that the company is run as effectively as possible, with a focus on increasing transparency and a reassurance to all stakeholders that funds and donations are being well managed.

COMMITMENT TO STANDARDS IN FUNDRAISING PRACTICE

The Company is fully committed to achieving the standards contained within the Statement of Guiding Principles for Fundraising ("the Statement"). The Statement was developed by the Irish Charities and Tax Research Group and exists to provide charities in Ireland with a Fundraising Code of Practice.

ST. FRANCIS HOUSING ASSOCIATION LIMITED

DIRECTORS' REPORT (CONTINUED)

COMMITMENT TO STANDARDS IN FUNDRAISING PRACTICE (CONTINUED)

The purpose of the statement is to:

- Improve the way charities in Ireland raise their funds
- Promote high levels of accountability and transparency by organisations fundraising from the public
- Provide clarity and assurances to donors and prospective donors about the organisations they support.

The Company is committed to complying with the Statement for Guiding Principles for Fundraising and has formally discussed and adopted the Statement at a meeting of the Board.

The Board meets regularly to discuss plans for funding, including any shortfall or excess and allocation of funds.

TAXATION STATUS

The company was granted charitable tax status by the Revenue Commissioners on the 20 May 2008.

ACCOUNTING RECORDS

The measures that the directors have taken to secure compliance with the requirements of sections 281 to 285 of the Companies Act 2014 with regard to the keeping of accounting records, are the employment of appropriately qualified accounting personnel and the maintenance of computerised accounting systems. The company's accounting records are maintained at the company's registered office at 24 Merchants Court, Merchants Quay, Dublin 8.

Approved by the Board and signed on its behalf by:



Mick Price
Director



Kieran Cronin
Director

Date: 11 / 7 / 2016.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF ST. FRANCIS HOUSING ASSOCIATION LIMITED

We have audited the financial statements of St. Francis Housing Association Limited for the financial year ended 31 December 2015 which comprise the Income and Expenditure Statement, the Balance Sheet, the Statement of Cash Flows and the related notes 1 to 9. The relevant financial reporting framework that has been applied in their preparation is the Companies Act 2014 and FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland ("relevant financial reporting framework").

This report is made solely to the company's members, as a body, in accordance with Section 391 of the Companies Act 2014. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' 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 company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As explained more fully in the Directors' Responsibilities Statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view and otherwise comply with the Companies Act 2014. Our responsibility is to audit and express an opinion on the financial statements in accordance with the Companies Act 2014 and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

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. In addition, we read all the financial and non-financial information in the Reports and Financial Statements for the financial year ended 31 December 2015 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.

Opinion on financial statements

In our opinion, the financial statements:

- give a true and fair view of the assets, liabilities and financial position of the company as at 31 December 2015 and of the result for the financial year then ended; and
- have been properly prepared in accordance with the relevant financial reporting framework and, in particular, with the requirements of the Companies Act 2014.

Matters on which we are required to report by the Companies Act 2014

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

Continued on next page/

/Continued from previous page

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF
ST. FRANCIS HOUSING ASSOCIATION LIMITED**

Matters on which we are required to report by exception

We have nothing to report in respect of the provisions in the Companies Act 2014 which require us to report to you if, in our opinion, the disclosures of directors' remuneration and transactions specified by law are not made.



Marguarita Martin
For and on behalf of Deloitte
Chartered Accountants and Statutory Audit Firm
Dublin

11 July 2016

ST. FRANCIS HOUSING ASSOCIATION LIMITED

**INCOME STATEMENT
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015**

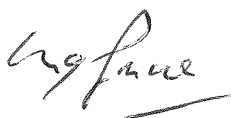
There are no recognised gains or losses.

ST. FRANCIS HOUSING ASSOCIATION LIMITED

**BALANCE SHEET
AS AT 31 DECEMBER 2015**

	Notes	2015 €	2014 €
Current Assets			
Cash at bank		-	-
Creditors: Amounts falling due within one year		-	-
Total assets less current liabilities		<u>-</u>	<u>-</u>
Creditors: Amounts falling due after more than one year		-	-
TOTAL NET ASSETS		<u>-</u>	<u>-</u>
Capital and reserves			
Income and expenditure account		-	-
TOTAL RESERVES		<u>-</u>	<u>-</u>

The financial statements were approved and authorised for issue by the Board of Directors on and signed on its behalf by:



Mick Price
Director



Kieran Cronin
Director

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015**

1. ACCOUNTING POLICIES

The significant accounting policies adopted by the company are as follows:

Basis of Preparation

The financial statements have been prepared in accordance with the Companies Act 2014 and FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland.

Basis of Accounting

The financial statements have been prepared under the historical cost convention, modified to include certain items at fair value, and in accordance with Financial Reporting Standard 102 (FRS 102) issued by the Financial Reporting Council, and promulgated for use in Ireland by Chartered Accountants Ireland. The prior year financial statements were restated for material adjustments on adoption of FRS 102 in the current year. For more information see note 12.

2. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Company's accounting policies, which are described in note 1, the directors are 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 these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. 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 directors do not consider there are any critical judgements or sources of estimation requiring disclosure.

3. TANGIBLE FIXED ASSETS

The company did not beneficially own any assets at 31 December 2015.

In respect of prior financial year:

The company did not beneficially own any assets at 31 December 2014.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

4. RELATED PARTY TRANSACTIONS

The Directors of the company are also Directors of Merchants Quay Project Limited (MQP) and the Franciscan Social Justice Initiative Limited (FSJI). The Members have effective control over all three companies.

The balance owing to the Merchants Quay Project Limited at 31 December 2015 was €Nil.

RECONCILIATION RELATED PARTY TRANSACTIONS- MQP	2015
	€
Opening Balance	-
Repayments to MQP	-
Amounts due to MQP written off in the financial year	-
Closing Balance	-

5. RECONCILIATION OF MOVEMENTS IN RESERVES

	2015	2014
	€	€
Opening accumulated balance as previously stated	-	-
Net result for financial year	-	-
Closing reserves	-	-
In respect of prior financial year:		
	2014	2013
	€	€
Opening accumulated balance as previously stated	-	(29,103)
Net result for financial year	-	29,103
Closing reserves	-	-

6. GUARANTEES AND SECURITIES

The company has issued no guarantees and has pledged no securities.

7. CONTINGENT LIABILITIES

There were no contingent liabilities at the balance sheet date.

8. ULTIMATE CONTROLLING PARTY

The members and Directors of the Company at 31 December 2015 apart from Mr. Mick Price, Mr. Brian Melaugh, Dr. Joanne Fenton, Mr. Ray Langton and Dr. Siobhan Garrigan are members of the Order of Friars Minor.

9. EXPLANATION OF TRANSITION TO FRS 102

This is the first year the company has presented its financial statements under Financial Reporting Standards 102 (FRS 102) issued by the Financial Reporting Council. The last financial statements under previous Irish GAAP were for the year ended 31 December 2014 and the date of transition to FRS 102 was therefore 1 January 2014. As a consequence of adopting FRS 102, a number of accounting policies have been changed to comply with that standard. None of these changes have resulted in an adjustment to equity reported under previous Irish GAAP at 31 December 2014 or 1 January 2014 and there was no effect on losses previously reported for the year ended 31 December 2014.