

# **Northern Gas Networks Operations Limited**

Annual Report and accounts  
for the year ended 31 March 2020

Registered number: 03528783

## Strategic report

For the year ended 31 March 2020

The directors present their Annual Report on the affairs of the company, together with the accounts and auditor's report, for the year ended 31 March 2020.

The accounts are presented under Financial Reporting Standard 102 (FRS102) issued by the Financial Reporting Council.

### **Review of the business**

The company's purpose is to operate and maintain the North of England gas distribution network on behalf of its parent Northern Gas Networks Limited (NGN), so that the Northern Gas group provide safe and secure gas supplies to the people and the businesses within the distribution network. NGN hold all licence obligations with Ofgem and the Health and Safety Executive (HSE) and hold the network assets. The company is the operational entity with the cost of all work recharged to NGN. The company holds all employees of the NGN group. The company's vision of success mirrors that of NGN, which is to be consistently benchmarked by the regulators, Ofgem and the HSE as being in the top two comparable utilities in safety management, efficiency and customer service, which in turn will generate value to the shareholders of the company.

### **Financial and operational review**

Operating profit for the year was £100,000 (2019 - £100,000) as all costs plus a margin are recharged to NGN. The balance sheet at 31 March 2020 shows net assets of £0.7m (2019 - £0.6m).

#### *Key performance indicators (KPIs)*

The company is managed as part of the overall group with costs recharged to NGN. For this reason, the company's directors believe that specific key performance indicators for the company are not necessary or appropriate for an understanding of the development, performance or position of the business. The performance of the group, including this company, is discussed in the Northern Gas Networks Holdings Limited (NGNH) Annual Report.

#### *Environment*

The company recognises the importance of its environmental responsibilities and undertakes its operations in an environmentally sensitive manner, complying with all relevant legislative requirements and higher standards where possible. The company is committed to the protection of the environment in the region it serves. The company's environmental management systems are certified under ISO 14001 and OHSAS 18001. This helps the directors to deal proactively with future environmental issues and legislation and assist in the development of environmentally beneficial projects.

## Strategic report (continued)

### **Principal risks and uncertainties**

The company's principal risks and uncertainties are set out below, mirroring those of NGN.

#### *Regulatory environment, revenue and costs*

The gas industry is subject to extensive legal and regulatory obligations and controls with which the company must comply. The application and possible changes of these laws, regulations and regulatory standards could have an adverse effect on the operations and financial position of the company or, in the case of misreporting, a potential fine.

#### *Mitigation*

The company engages with the regulatory authority extensively at all levels of seniority to understand future plans and potential impacts on the business. The business responds to all potential changes which impact on the business and seek to mitigate any adverse impacts. The business has in place an extensive set of policies and procedures to ensure compliance with legal and regulatory obligations. The implications of the next price control, RIIO-GD2, are being assessed although this does not start until 1 April 2021. The final business plan for RIIO-GD2 will be released by Ofgem in late 2020. Early indications obtained from Ofgem suggest the groups initially submitted business plan will be close to final settlements. The Board have frequent communication with the company to assess RIIO-GD2.

#### *Health and safety*

There is a risk that an incident within the network leads to injury to an employee, contractor or a member of the general public. Any such incident could have an adverse effect primarily for individuals concerned, but also on the reputation of the company, or lead to potential prosecution.

#### *Mitigation*

Health and Safety is our priority. The business has an Environment Health & Safety team that ensure compliance with our management safety system and monitor it on a monthly basis with key KPIs.

#### *Network performance*

If the network assets were to fail it could result in a loss in supply of gas to customers and associated adverse publicity and an unexpected increase in costs.

#### *Mitigation*

The company have a set of policies and procedures we adhere to, to ensure the integrity of the network and ensure that the people who work on the network are qualified and competent.

#### *Employees*

The success of the company depends to a significant extent on the contribution of its employees and the employees of operational contractors. Fair and effective recruitment, training and employee development are critical to the successful functioning and progression of the business. The ability to adapt in a climate of change is dependent on the appointment and retention of a high calibre, competent, flexible, quality conscious and customer focused workforce all of whom are committed to business success and are given appropriate training.

## Strategic report (continued)

### **Principal risks and uncertainties (continued)**

#### *Mitigation*

Appropriate succession planning strategies mean that development of existing staff is crucial. The company, as an equal opportunities employer, ensures that no job applicant receives less favourable treatment because of his or her age, colour, disability, ethnic or national origin, gender, marital status or sexuality or is disadvantaged by conditions or requirements which are irrelevant to performance and the company's needs. The company has published its gender pay gap analysis which can be found at: <https://www.northerngasnetworks.co.uk>.

The company comply with all UK human rights laws and has processes and procedures to assess risk in this area, including an employee grievance procedure. The company also has a fraud policy statement which protects employees from bribery and corruption. No issues have been reported in the year.

### **Financial risk management objectives and policies**

The company's financial instruments comprise group debtors, cash and various items such as trade debtors and trade creditors that arise directly from its operations. There are no uncontrolled key risks associated with these financial instruments as their main purpose is to finance the company's operations. The company does not hold or issue any derivative financial instruments for speculative purposes.

#### *Credit Risk*

Credit risk is the risk that a counterparty fails to discharge an obligation to the company. The company has minimal exposure to credit risk.

#### *Liquidity Risk*

The company is funded through debt raised by the group. The maturities of all debt and committed debt facilities other than amortising loans, are managed such that at any one time all have a time to maturity of more than one year and that at least 50% by value have a time to maturity of more than five years. Debt and facility maturities are staggered to avoid excessive concentrations in any twelve month period as well as the period around regulatory reset dates where possible.

### **COVID-19**

The Board continue to assess the impact of COVID-19 on the company. The safety of our customers and employees is of paramount importance, and as a result, non-essential operations stopped from 24 March 2020, following the announcement from the UK Government that the UK should be on 'lock down'. Non-essential operations equates to virtually all repex and capex work, along with non-essential maintenance leaving only emergency work (gas escapes) and essential maintenance as active work streams.

With regard to essential work being carried out, how operational staff work has changed, with the wearing face masks and exercising of social distancing when possible. As a consequence, PPE expenditure has increased in the short to medium term but the impact of this is predominately within the March 2021 calendar year. The investment in technology over the last few years means that support staff are able to work from home without any issues and this

## Strategic report (continued)

### **COVID-19 (continued)**

has been actively encouraged except when working in the office is essential. Two support teams are safety critical (network pressure control team and emergency dispatch team) and so continue to work from an office. The company has been monitoring staff sickness and those in self isolation. Management have been working on the assumption that essential operations can continue with a staff reduction of 25%, although the company has not encountered anywhere near this level of reduction.

Due to the nature of the business, the revenue of the group is unlikely to be impacted in the short term. The group is participating in a revenue collection deferral scheme which defers the revenue cash receipts from the summer of 2020 until the 2021/22 regulatory year. This scheme is fully supported by Ofgem meaning the group have no debt exposure. This cash flow decrease is less than the cash flow increase arising from the groups election to defer VAT payments, this being the only financial package taken of those offered by the government.

To summarise the financial implications, which are predominately within the March 2021 financial year: (1) the company has encountered additional PPE costs, the impact of which is reduced by corresponding corporation tax savings; (2) there have been cash out flow savings due to reduced repex and capex activity and VAT deferrals which are in excess of the deferral of group revenue receipts; (3) the Board will continue to monitor Ofgem's view with regard to revenue although any reduction is unquantifiable at this stage; and (4) no asset impairment is considered necessary at the date of these accounts. The Board has reviewed undated financial forecasts which factor in the implications of COVID-19, and do not consider the impact to either influence going concern, or result in any asset impairment.

### **Brexit**

The company continues to consider the potential impact of Brexit on its business, through the transition period and beyond. For now, existing laws and trading arrangements are unchanged. Based on the assessment of the latest available information, our principal risk continues to be that there could be a sustained period when the import of certain raw materials could be challenging, which could curtail planned work if inventory levels were depleted. In mitigation, stock levels of critical spares have been elevated as at 31 March 2020. These products are not perishable and as such the financial risk of holding additional stock is minimal.

### **Statement of corporate governance arrangements**

The Directors present a corporate governance statement (see page 11) under the guidance of Accounting Regulations Section 7:26 of the Companies Act 2006. As far as the Directors are aware all legal requirements under section 172 of the Companies Act have been complied with during the period and up to the date of signing the accounts. Within the corporate governance statement reference is made as to how the Directors engage with the employees of the company and how they have regard to employee interests, and the effect of that regard, including on the principle decisions taken by the company during the financial year. The statement also details how the Directors have maintained relationships with key suppliers and customers.

Strategic report (continued)

Approved by the Board and signed on its behalf by

A handwritten signature in black ink, reading "Mark Horsley". The signature is written in a cursive style with a horizontal line underlining the name.

M J Horsley

Director

22 July 2020

## Directors' report

For the year ended 31 March 2020

The directors present their Annual Report on the affairs of the company, together with the accounts and auditor's report for the year ended 31 March 2020. The following disclosures have been disclosed in the strategic report and are included in this report by way of cross reference here: principal activities, business review including KPI's, principal risks and uncertainties, financial risk management objectives and policies and future prospects and subsequent events.

### Directors

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

A J Hunter (Chairman)  
M J Horsley (Chief Executive Officer)  
H L Kam  
C T Wan  
N D McGee  
D N Macrae  
L S Chan  
C C Tsai  
S D Beer

### The Board of Directors

The daily operations of the business are managed by a Senior Management Team ("SMT") and the Chief Executive Officer ("CEO"). All significant decisions are referred to the Northern Gas Networks Limited Board of Directors.

The Northern Gas Networks Operations Limited Board of Directors ("the Board") meets at least once a year. The number of Board meetings held during the year and attendees (including alternates) at the Board meetings are detailed below:

Year ended 31 March 2020		Year ended 31 March 2019	
Date	Attendees	Date	Attendees
10 July 2019	8 out of 9	18 July 2018	8 out of 9

The effectiveness of systems and internal controls are reviewed on an ongoing basis by the SMT. The Board is ultimately responsible for the system of internal controls and for the review of their overall effectiveness.

### Directors indemnities

The Company has made qualifying third party indemnity provisions for the benefit of its directors which were made during the year and remain in force at the date of this report.

## Directors report (continued)

### **Dividends**

The directors do not recommend payment of a dividend (2019 - £nil).

### **Directors indemnities**

The company has made qualifying third party indemnity provisions for the benefit of its directors which were made during the year and remain in force at the date of this report.

### **Future developments and events after the balance sheet date**

As mentioned within the Strategic report the company continues to monitor the impact of COVID-19, Brexit and RIIO-DG2 negotiations, to consider the potential impacts on its business. As at the date of the signing of these accounts, no further disclosures are deemed necessary.

### **Going Concern**

The accounts have been prepared on a going concern basis. The company's business activities, performance and position, together with its principal risks and uncertainties likely to affect its future development and performance are set out in the strategic report and above. This includes the implication of RIIO-GD2, Brexit and COVID-19.

The directors have made enquiries and reviewed the forecasts, and in light of the facilities available, have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the Annual Report and accounts.

### **Disabled employees / employee engagement**

Applications for employment by disabled persons are always fully considered, bearing in mind the aptitudes of the applicant concerned. In the event of employees becoming disabled every effort is made to ensure that their employment with the company continues and that appropriate training is arranged. It is the policy of the company that the training, career development and promotion of disabled persons should, as far as possible, be identical with that of all other employees. Details of employee engagement can be found within the corporate governance statement.

### **Energy and carbon**

The company recognises the importance of its environmental responsibilities and undertakes its operations in an environmentally sensitive manner, complying with all relevant legislative requirements and higher standards where possible. The company is committed to the protection of the environment in the region it serves as well as climate change. The company's environmental management systems are certified under ISO 14001 and OHSAS 18001.

The company is committed to reducing its carbon emissions under Regulatory Instructions and Guidance (RIGS). The overall target is a year-on-year emissions reduction of c0.5% across RIIO-GD1 and a further c0.5% across RIIO-GD2.

We report using an operational control approach, on all material emissions which NGN are accountable for across the entire business covering all work streams and geography. Details of what has been included within each reported scope is listed in the table below. Unreported emissions, which would form part of scope 3, are deemed insignificant



## Directors report (continued)

### Energy and carbon (continued)

compared to shrinkage. These include employee commuting, some forms of waste generated in operations, end of life treatment of solid products and some gas emissions.

The emissions reduction program is managed by the Head of HS&E within the company, supported by the senior management team and Board as needed. Reported data has not been externally verified, as permitted, due to robust internal processes.

Reported emissions follow 'Greenhouse Gas Emissions Reporting Guidance (June 2013)' as provided by the Department for Environment, Food and Rural Affairs (Defra). The conversion factors used for emission disclosures follow Ofgem guidance.

Business Carbon Footprint	Performance			
	tonnes of CO <sub>2</sub> e		tonnes of CO <sub>2</sub> e per £m turnover	
	2020	2019	2020	2019
Scope 1: shrinkage	379,547	395,240	1,202.86	1,324.69
Scope 1: energy consumption (excl electricity), commercial vehicles and business miles	5,290	5,347	16.77	17.92
Scope 2: electricity consumption	1,211	1,389	3.84	4.66
Scope 3: indirect emissions – PE pipe, contractor vehicle, rail, air and ferry travel	15,793	15,095	50.05	50.59
Total	401,841	417,071	1,273.51	1,397.85

As shown in the table shrinkage remains the key element of emissions which is being targeted through efficient gas pressure management, gas escape management and gas mains replacement. Other activity to reduce emissions include fleet upgrading, vehicle route planning, driver efficiency tracking, use of carbon efficient technology in depot and office refurbishments, increased use of teleconferencing and a contractor carbon awareness program.

### Supplier payment policy

The company's policy, which is also applied by the group, is to settle terms of payment with suppliers when agreeing the terms of each transaction, ensure that suppliers are made aware of the terms of payment and abide by the terms of payment.

## Directors' report (continued)

### **Auditor**

Each of the persons who is a director at the date of approval of this report confirms that:

- so far as the director is aware, there is no relevant audit information of which the company's auditor is unaware;  
and
- the director has taken all the steps that he/she ought to have taken as a director to make himself/herself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of section 418 of the Companies Act 2006.

Deloitte LLP have indicated their willingness to be reappointed for another term and appropriate arrangements have been put in place for them to be deemed reappointed as auditor.

Approved by the Board and signed on its behalf by



M J Horsley  
Director

22 July 2020

1100 Century Way  
Thorpe Park Business Park  
Colton  
Leeds  
LS15 8TU  
United Kingdom

## Directors' responsibilities statement

The directors are responsible for preparing the Annual 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 elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland". 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;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the 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.

## Corporate governance statement

For the year ended 31 March 2020

### Scope of statement

The company is not a listed entity, but as a large private company is required to prepare a corporate governance statement under Accounting Regulations Section 7:26 of the Companies Act 2006. This statement has been prepared using most of the 'Wates Principles' to provide a clear message on the business model, future strategies and core values and of NGN. It describes how the directors have had regard to the matters set out in section 172(1)(a) to (f) of Companies Act, as listed below:

- the likely consequences of any decision in the long term (approving the strategic direction and values);
- the interests of the company's employees;
- the desirability of the company maintaining a reputation for high standards of business conduct;
- the need to foster the company's business relationships with suppliers, customers and others;
- the impact of the company's operations on the community and the environment; and
- the need to act fairly as between members of the company.

The company is committed to pursuing leading governance practices as appropriate.

### Overview of the Board

The Board is comprised of nine directors as at 31 March 2020, who are appointed by the shareholders. All are independent of the day to day management of the company with the exception of the CEO who is a Board member and leads the company senior management team (SMT) who in turn manage the company. The Board are presented with information by the CEO and SMT to enable them to influence all the key business decisions of NGN. This arrangement ensures the shareholders are involved in making all the key business decisions through their appointed directors.

### Board Members

The Board members who held office during the year are listed within the Directors' report.

The position of the Chairman of the Board is held by A Hunter. The position of Chief Executive Officer (CEO) is held by M J Horsley. These positions are separate with a view to maintaining an effective segregation of duties between management of the Board and the day to day management of the business.

## Corporate governance statement (continued)

### Overview of the Board (continued)

#### Board Meetings

The Board hold at least one scheduled meeting throughout the year. Comprehensive papers are presented to the Board both for information and approval which facilitate debate on the performance and future direction of the company. The number of Board meetings held during the year and attendees, including alternates, at the Board meetings is detailed in the Directors report.

#### Evaluation of the Board

Evaluation of the performance of the Board is conducted by virtue of their appointments being made and monitored by the shareholders. The performance of the CEO is assessed by the Board on an annual basis under the remit of the remuneration committee. The performance of each SMT member is assessed annually by the CEO as part of NGN's performance management process.

### Overview of the committees

The Board does not have any committees but it's parent company does (Northern Gas Networks Limited), and the Board members of the company are also Board members of Northern Gas Networks Limited. Northern Gas Networks Limited has six committees, as listed below, to assist in the execution of its duties and to allow a detailed consideration of complex issues.

All Board members are entitled to attend all committees under the terms of reference, with the minimum requirement being a quorum of at least two members from different shareholders. The attendance of the committees is also largely the same as for the Board. The audit and treasury committees are chaired by L S Chan, the risk management and compliance committees are chaired by C Tsai and the remuneration and nominations committee are chaired by A Hunter.

Attendance including alternates of committees in the year is shown below:

Date of Committee	Audit Committee	Compliance Committee	Risk Management Committee	Treasury Committee	Remuneration Committee	Nominations Committee
<b>2020</b>						
Jun 19	6 out of 6	7 out of 7	7 out of 7	7 out of 7	n/a	n/a
Sep 19	6 out of 6	7 out of 7	7 out of 7	7 out of 7	n/a	n/a
Jan 20	4 out of 6	5 out of 7	5 out of 7	5 out of 7	4 out of 7	n/a
<b>2019</b>						
Jun 18	5 out of 6	6 out of 7	6 out of 7	6 out of 7	n/a	n/a
Aug 18	4 out of 6	5 out of 7	5 out of 7	5 out of 7	n/a	n/a
Jan 19	5 out of 6	6 out of 7	6 out of 7	6 out of 7	7 out of 7	n/a

## Corporate governance statement (continued)

### **Overview of the committees (continued)**

#### Audit committee

The audit committee assists the Board with its responsibilities for financial reporting, maintaining an efficient system of internal control and internal and external audit processes. In addition, the committee provides an avenue for communication between internal audit, the external auditors and the Board. The activities of the committee are reported to and considered by the Board. The committee also reviews auditor independence where non-audit services are provided and the auditors confirm their independence as part of their reporting to the audit committee.

#### Compliance committee

The compliance committee assists the Board with its responsibilities to oversee compliance with obligations determined by statute, legislation, regulation (including licence obligations), contract or agreement. This committee considers, inter alia, reports on the application of the regulatory compliance process which covers licence and network code obligations.

#### Risk management committee

The risk management committee is responsible for reviewing the risk profile of the business and oversight of risk management processes. The committee provides the Board with regular reports of activities and findings. The business has a formal risk management policy. In addition, an integrated risk management framework is in place that includes a regular review of the business risk exposures. At each meeting of the risk management committee, the high level risk register is considered including any movement in the assessment of risk or changes in measurement or relative position to each other.

#### Treasury committee

The treasury committee assists the Board in fulfilling its oversight responsibilities with respect to compliance with its treasury policy, strategy and procedure development. The committee recommends any changes or amendments as appropriate. It also ensures that management undertakes to identify, monitor and manage treasury risks in a manner consistent with corporate strategy and objectives and its treasury policy.

#### Remuneration committee

The remuneration committee reviews and makes recommendations to the Board on overall remuneration policy of the company and determines the salary and bonus entitlement for the CEO, the SMT and all other company employees. The activities of the remuneration committee are reported to the Board at least annually.

#### Nominations committee

The nominations committee exists to consider potential changes to independent Board membership and to assess the performance of these Directors.

## Corporate governance statement (continued)

### **Actions and responsibilities of the Board and its committees**

The Board is responsible for and makes key decisions on the following areas.

#### *Approving the strategic direction and values, with consideration of the likely consequences in the long term*

The Board is responsible to the shareholders for the strategic direction of the company in both the short and long term and seeks to balance the best interests of the company with the objective of enhancing shareholder value.

The long term primary objectives which reflect the strategic value of the company have been established since acquisition in 2005, that being to be a top performing gas distribution network with regard to safety, customer satisfaction and efficiency of delivery. The Board ensure they are aware of how well the company is performing in these areas through the establishment of KPIs which are reported upon at Board meetings, and the Board have linked the remuneration of the SMT to achieving Board approved targets in these areas.

Each autumn the Board invites the CEO to present the performance targets of the company over the next 5 years, with reference to the strategic direction of the company. If approved the Board set these targets as the budget for the following financial year (short term objectives).

In 2019 and 2020 the SMT have been working on the business plan for the next price control period which commences in April 2021, and so the Board have established a steering group combined of NGN staff and shareholder representation. This group has created a medium-term business plan as submitted to Ofgem, which will form the basis of the company's future regulated revenue and ensures the strategic direction and values of the Board are reflected.

The Board approved the existing corporate values of NGN: intellectually curious; trail blazing, heartfelt; empowered, happy and customer focus. To encourage the demonstration of these values, employee performance objectives include the demonstration of these values.

#### *Interests of the company's employees including evaluating the performance and remuneration of employees*

The Board has fully encouraged the SMT to make NGN an employee of choice and supports the decisions made by the SMT with regard to employee engagement and evaluation.

The Board and SMT place considerable value on the involvement of its employees and has continued to keep them informed on matters affecting them as employees. This is achieved through various communications including: the CEO's call which are live teleconference broad-casts and include a question and answer section, and are available to be listened to in all offices and depots; regular business chats where groups gather and discuss what is occurring in the business and has SMT representation; email and letter communication when formal communication is needed.

Some employees are eligible to receive an annual bonus related to the overall financial and operational performance of the NGN group along with individual performance against set objectives. Other employees receive monthly incentive payments based on performance against operational efficiency, safety and customer targets.

## Corporate governance statement (continued)

### **Actions and responsibilities of the Board and its committees (continued)**

Employees are encouraged to influence their own working environment and are able to present changes in working practices, subject to meeting the desired company criteria over customer, safety and efficiency targets.

#### *The overall control environment of the company, to protect the shareholders' investment and manage risk*

The Board expect the SMT of the company to develop and maintain a control environment which protects the company's assets. The Board ensure this is achieved through several processes including the establishment of a risk register which is reported to the Board three times a year via the risk management committee. This register quantifies the impact of risks facing NGN, both on a financial and non-financial basis, and documents the likelihood of the risk occurring, along with the controls which exist to mitigate the risk.

The Board have established an internal audit function which undertakes independent appraisals and provides assurance on the adequacy and effectiveness of business controls. All internal audit work is carried out according to the relevant best practice standards. The schedule of work carried out by internal audit is planned and Board approved so that key or higher risk areas are reviewed on a recurring basis, and all findings are reported by internal audit to the audit committee.

In the calendar year the Board approved the establishment of a data governance team, whose focus is ensuring assurance over the accurate capture and reporting of data to third parties, ensuring a further layer of control.

Some of the key controls of the company are those surrounding the financial processes of the company and the Board request a summary of all such financial controls to be documented each year in a document call the Directors Questionnaire. This document is signed by the SMT and is representation to the Board that the SMT have maintained a suitable financial control environment throughout the period, which supports the financial statements for that year. The Board also request the internal and external auditors to review the Directors Questionnaire, so to ensure the document is a true reflection of the control environment in place.

At the end of the financial year COVID-19 became a key consideration for the Board, following the announcement by the UK Government of a UK 'lock down'. The Board established weekly reporting from NGN management, covering safety, operational performance and financial risk.

#### *Maintaining a reputation for high standards of business conduct*

As a company we believe that we are trusted by our stakeholders and have a good reputation for high standards of professionalism within the business we conduct.

As part of this the Board look for a strong control environment which is managed through the SMT as detailed in the section above (see 'the overall control environment of the company, to protect the shareholders' investment and manage risk'). As noted in that section the Board review NGN's risk register which includes a quantification of non-financial risks, one of which is reputational risk, which covers the impact of changes in business standards.



## Corporate governance statement (continued)

### **Actions and responsibilities of the Board and its committees (continued)**

The reputation of the company is maintained by the behaviour of its employees and so the Board have approved a code of conduct which is a guide to the professional standards expected of employees. Fraud policies and whistleblowing policies also exist to protect the reputation of NGN, should any detrimental employee behaviour exist. Suitable recruitment practices exist to minimise this risk.

#### *Maintaining relationships with key suppliers, customers and other*

Under the delegated authority of the Board the SMT has established a dedicated commercial services team covering all elements of procurement and supplier relations. All contracts are signed off by members of the SMT having first been reviewed by the NGN legal department and having agreed terms with the supplier. Within the commercial services team there is a dedicated contract management function which supports in pre-contract activity and also post-contract work including the review of variations, again to ensure a strong relationship with suppliers. NGN seek to treat all suppliers fairly through compliance with the policies of the Official Journal of the European Union (OJEU).

The Board are focused on maintaining strong relationships with NGN's customers to ensure this is to the benefit of both parties. NGN's primary customers are shippers, who transport gas through the network, and the communities (both businesses and residents) in which NGN work. Shipper relationships are managed through the application of Unified Network Code, the regulations established by Ofgem, and this regulation ensures fair working practice is maintained. The impact of NGN's work on community customers is important to the Board and NGN not only monitor feedback through customer feedback scores, but also spend time engaging with communities to understand how NGN could work differently to the benefit of such communities (see next section, 'monitoring the impact of the company: environmental matters and community impact'). Other key stakeholders include, Ofgem and the HSE with whom NGN have ongoing relationships. NGN have designated regulation and health and safety teams who work with these stakeholders.

#### *Monitoring the impact of the company: environmental matters and community impact*

Stakeholder engagement is of utmost importance to NGN and encouraged by the Board via delegation to the SMT.

In the current financial year NGN has continued to engage with local communities to understand how NGN could work differently to the benefit of such communities, and some of these findings have fed into NGN's business plan for the next price control. NGN continue to invest in local communities by providing free energy to vulnerable customers, and this has been rewarded with two accolades at the Corporate Social Responsibility awards in November 2019. Carbon monoxide awareness is another scheme we continue to push at NGN.

NGN's environmental impact and carbon footprint is an area of focus which the Board is encouraging the SMT to look at. To facilitate a greater understanding of this NGN report environmental data and report policies and procedures via shareholder submissions on an annual basis. These feed into group wide Dow Jones Sustainability Index and Hang Seng Corporate Sustainability Index submissions.

#### *Maintenance of the need to act fairly between members of the company*

## Corporate governance statement (continued)

### **Actions and responsibilities of the Board and its committees (continued)**

The Board is comprised of directors who are appointed by the shareholders of the group. As such each shareholder has representation and the ability to contribute to all Board meetings and so influence the decisions made by the Board. The shareholder agreement in place for NGN is a legal entitlement for each shareholder to have this representation and as such the shareholders are appropriately protected.

# Independent auditor's report to the members of Northern Gas Networks Operations Limited

## **Report on the audit of the financial statements**

### **Opinion**

In our opinion the financial statements of Northern Gas Networks Operations Limited (the 'company'):

- give a true and fair view of the state of the company's affairs as at 31 March 2020 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the profit and loss account;
- the statement of comprehensive income;
- the balance sheet;
- the statement of changes in equity;
- the statement of accounting policies; and
- the related notes 1 to 11.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report.

We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council's (the 'FRC's') Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Conclusions relating to going concern**

We are required by ISAs (UK) to report in respect of the following matters where:

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

We have nothing to report in respect of these matters.

### **Other information**

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

## Independent auditor's report to the members of Northern Gas Networks Operations Limited (continued)

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in respect of these matters.

### *Responsibilities of directors*

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 for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

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

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

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.

### *Report on other legal and regulatory requirements*

#### *Opinions on other matters prescribed by the Companies Act 2006*

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

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified any material misstatements in the strategic report or the directors' report.

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

Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

- 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; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

We have nothing to report in respect of these matters.

Independent auditor's report to the members of Northern Gas Networks Operations Limited  
(continued)

*Use of our report*

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



Scott Bayne FCA (Senior statutory auditor)  
For and on behalf of Deloitte LLP  
Statutory Auditor  
Leeds, United Kingdom

22 July 2020

## Statement of comprehensive income

For the year ended 31 March 2020

	Notes	2020 £'000	2019 £'000
<b>Turnover</b>	1	314,773	298,365
Cost of sales		<u>(314,673)</u>	<u>(298,265)</u>
<b>Operating profit and profit on ordinary activities before tax</b>	2	100	100
Tax on profit on ordinary activities	5	<u>(23)</u>	<u>(17)</u>
<b>Profit for the financial year</b>		<u>77</u>	<u>83</u>
Other comprehensive income		<u>-</u>	<u>-</u>
<b>Total comprehensive income</b>		<u>77</u>	<u>83</u>

The above results arise from continuing operations.

Profit for the year is all attributable to the equity shareholders of the company.

The accompanying notes on pages 28 to 32 are an integral part of this statement of comprehensive income

Balance sheet  
As at 31 March 2020

	Notes	2020 £'000	2019 £'000
<b>Current assets</b>			
Stocks - raw materials		4,946	3,552
Debtors - due within one year	6	44,635	44,376
		<u>49,581</u>	<u>47,928</u>
<b>Creditors: Amounts falling due within one year</b>	7	<u>(48,915)</u>	<u>(47,339)</u>
<b>Net current assets</b>		<u>666</u>	<u>589</u>
<b>Net assets</b>		<u>666</u>	<u>589</u>
<b>Capital and reserves</b>			
Called-up share capital	8	-	-
Profit and loss account		<u>666</u>	<u>589</u>
<b>Shareholders' funds</b>		<u>666</u>	<u>589</u>

The accompanying notes on pages 28 to 32 are an integral part of this balance sheet.

The accounts of Northern Gas Networks Operations Limited, Registered number 03528783, were approved by the Board of Directors and authorised for issue on 22 July 2020 and signed on its behalf by:



M J Horsley  
Director

22 July 2020

## Statement of changes in equity

For the year ended 31 March 2020

	Profit and loss account £'000	Called up share capital £'000	Total £'000
<b>At 1 April 2018</b>	506	-	506
Total comprehensive income	83	-	83
	<hr/>	<hr/>	<hr/>
<b>At 31 March 2019</b>	589	-	589
Total comprehensive income	77	-	77
	<hr/>	<hr/>	<hr/>
<b>At 31 March 2020</b>	<b>666</b>	<b>-</b>	<b>666</b>

The accompanying notes on pages 28 to 32 are an integral part of this statement of changes in equity.



## Statement of accounting policies

For the year ended 31 March 2020

The principal accounting policies are summarised below. They have all been applied consistently throughout the year and the prior year.

### **Basis of accounting**

Northern Gas Network Operations Limited is a company incorporated in the United Kingdom under the companies act. The company is a private company limited by shares and is registered in England and Wales. The address of the company is 1100 Century Way, Leeds, LS15 8TU. The accounts 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. The Company has applied the amendments to FRS 102 issued by the FRC in December 2017 with effect from 1 January 2019. The transitional provisions relating to the triennial review amendments have not resulted in any restatements of comparative information by the Company. Principal activities and nature of operations are shown in the strategic report.

The functional and presentational currency is considered to be pounds sterling because that is the currency of the primary economic environment in which the company operates.

The company meets the definition of a qualifying entity under FRS102 and has therefore taken advantage of disclosure exemptions available to it. Exemptions have been taken in relation to financial instruments, presentation of a cash flow statement and remunerations of key management personnel.

### **Going concern**

The company's business activities, performance and position, together with its principal risks and uncertainties likely to affect its future development and performance are set out in the strategic report and above. As detailed in the group accounts of NGNH, the group has significant liquid resources and uses long term debt instruments to mitigate any liquidity risk.

The company continues to consider the potential impact of Brexit on its business, through the transition period and beyond. For now, existing laws and trading arrangements are unchanged. Based on the assessment of the latest available information, our principal risk continues to be that there could be a sustained period when the import of certain raw materials could be challenging, which could curtail planned work if inventory levels were depleted. In mitigation, stock levels of critical spares have been elevated as at 31 March 2020.

The implications of the next price control, RII0-GD2, are not yet finalised with final proposals expected in late 2020. Correspondence with Ofgem to date indicates that the latest expectation of management, which formed the basis of the financial plan to December 2024 presented to the Board, will be close to the final outcome. The Board are confident that the outcome does not realise any risk to going concern to the group.

The directors have made enquiries and reviewed the forecasts, including sensitivity analysis which include the impact of COVID-19 as detailed in the strategic report, and in light of the facilities available to the group, have a reasonable

## Statement of accounting policies (continued)

### **Going concern (continued)**

expectation that the company and group have adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the Annual Report and accounts.

### **Stocks**

Stocks are stated at the lower of cost and net realisable value. Measurement is on a moving average cost basis and provision is made for obsolete or defective items where appropriate.

### **Taxation**

Current tax is provided at amounts expected to be paid (or recovered) using the UK tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the group's taxable profits and its results as stated in the accounts that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the accounts.

A net deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date that are expected to apply to the reversal of the timing difference. Deferred tax is measured on a non-discounted basis.

### **Financial instruments**

Financial assets and financial liabilities are recognised when the company becomes a party to the contractual provisions of the instrument. Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

## Statement of accounting policies (continued)

### **Financial instruments (continued)**

#### *Financial assets and liabilities*

All financial assets and liabilities are initially measured at transaction price (including transaction costs). If an arrangement constitutes a financing transaction, the financial asset or financial liability is measured at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Financial assets and liabilities are only offset in the statement of financial position when, and only when there exists a legally enforceable right to set off the recognised amounts and the company intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Financial assets are derecognised when and only when a) the contractual rights to the cash flows from the financial asset expire or are settled, b) the company transfers to another party substantially all of the risks and rewards of ownership of the financial asset, or c) the company, despite having retained some, but not all, significant risks and rewards of ownership, has transferred control of the asset to another party. Financial liabilities are derecognised only when the obligation specified in the contract is discharged, cancelled or expires.

### **Turnover**

Turnover represents income receivable for the provision of services to NGN net of Value Added Tax. Revenue is recognised at the end of each month for the services provided within that month.

### **Pension costs**

Employees of the company participate in either the Northern Gas Networks Limited Pension Scheme, a defined benefit scheme which is now closed to new entrants, or defined contribution pension schemes operated by NGN. The amount charged to the profit and loss account in respect of pension costs is the contributions payable in the year. Differences between contributions payable in the year and contributions actually paid are shown as either accruals or prepayments in the balance sheet. The defined benefit pension scheme and so the defined benefit asset/liability is held by NGN.

### **Leases**

Rentals under operating leases are charged on a straight-line basis over the lease term, even if the payments are not made on such a basis. Benefits received and receivable as an incentive to sign an operating lease are similarly spread on a straight-line basis over the lease term, except where the period to the review date on which the rent is first expected to be adjusted to the prevailing market rate is shorter than the full lease term, in which case the shorter period is used

## Statement of accounting policies (continued)

### **Critical accounting judgments and key sources of estimation uncertainty**

The directors are not aware of any critical accounting judgments or keys sources of estimation uncertainty with these accounts.

## Notes to the accounts

For the year ended 31 March 2020

### 1 Segment information and post balance sheet events

The directors consider that the company has only one class of business being gas infrastructure. The company's turnover is generated wholly from within the UK.

There are no post balance sheet events to report.

### 2 Profit on ordinary activities before taxation

Profit on ordinary activities before taxation is stated after charging:

	2020 £'000	2019 £'000
Operating lease rentals - vehicles	680	1,028
Operating lease rentals – property	1,519	1,421
Fees payable to the company's auditor for the audit of the company's annual accounts	17	15

Fees payable to Deloitte LLP and their associates for non-audit services to the company are not required to be disclosed because the consolidated accounts of the parent company disclose such fees on a consolidated basis.

### 3 Staff costs

The average monthly number of employees (including executive directors) was:

	2020 Number	2019 Number
Administration	127	129
Operations	1,339	1,302

## Notes to the accounts (continued)

<b>3 Staff costs (continued)</b>	2020	2019
	£'000	£'000
Their aggregate remuneration comprised:		
Wages and salaries	62,332	61,106
Social security costs	6,320	6,592
Pension costs	6,697	6,944
	<u>75,349</u>	<u>74,642</u>

Pension costs include only those items included within cost of sales.

### 4 Directors' remuneration and transactions

The directors did not receive or accrue any remuneration in relation to their services to the company during the current year or prior year. The total remuneration received by the directors during the year was £1,155,000 (2019 - £1,271,000) which was paid by other group companies for their services to the group. There have been no transactions with directors in the year (2019 - £nil).

### 5 Tax on profit on ordinary activities

The tax charge comprises:

	2020	2019
	£'000	£'000
<b>Current tax</b>		
UK corporation tax	19	19
Adjustments in respect of prior years	-	(2)
<b>Total current tax charge</b>	<u>19</u>	<u>17</u>
<b>Deferred tax</b>		
Effects of increase in tax rate on opening liability	4	-
<b>Total deferred tax</b>	<u>4</u>	<u>-</u>
<b>Total tax charge on profit on ordinary activities</b>	<u>23</u>	<u>17</u>

The differences between the total tax shown above and the amount calculated by applying the standard rate of UK corporation tax to the profit before tax is as follows:

## Notes to the accounts (continued)

### 5 Tax on profit on ordinary activities (continued)

	2020 £'000	2019 £'000
<b>Profit on ordinary activities before tax</b>	<u>100</u>	<u>100</u>
Tax on profit on ordinary activities at standard UK corporation tax rate of 19% (2019 – 19.0%)	19	19
Effects of:		
Effects of increase in tax rate on opening liability	4	-
Adjustments in respect of prior year	-	(2)
<b>Total tax charge for the year</b>	<u>23</u>	<u>17</u>

The company earns its profits in the UK. Therefore the tax rate used for tax on profit on ordinary activities is the standard rate for UK corporation tax, currently 19% (2019 – 19.0%).

The group's planned level of capital investment is expected to remain at similar levels as current investment. Therefore, it expects to be able to claim capital allowances in excess of depreciation in future years, at a similar level to the current period. Deferred taxation is measured at tax rates that are expected to apply in the periods in which temporary timing differences are expected to reverse based on tax rates and laws that have been enacted or substantively enacted at the balance sheet date. Accordingly, 19% has been applied across all group companies when calculating deferred tax assets and liabilities as at 31 March 2020.

### 6 Debtors – due within one year

	2020 £'000	2019 £'000
Trade debtors	3,465	1,805
Amounts owed by group undertakings	30,008	26,730
Other debtors	6,120	10,545
Prepayments	5,012	5,263
Deferred tax	30	33
	<u>44,635</u>	<u>44,376</u>

Amounts owed by group undertakings are unsecured, interest free and repayable on demand. They have arisen due to the company completing rechargeable operational work on behalf of other group companies.

## Notes to the accounts (continued)

### 7 Creditors: Amounts falling due within one year

	2020	2019
	£'000	£'000
Trade creditors	10,064	4,860
Other taxation and social security	2,108	1,573
Accruals and deferred income	36,743	40,906
	<u>48,915</u>	<u>47,339</u>

### 8 Called-up share capital and reserves

<i>Share capital</i>	2020	2019
	£	£
<i>Allotted, called-up and fully-paid</i>		
2 ordinary shares of £1 each	<u>2</u>	<u>2</u>

#### *Profit and loss account*

This is the accumulative earnings retained by the company.

### 9 Financial commitments

The company had no capital commitments at the end of the financial year (2019 - £nil).

Total future commitments under non-cancellable operating leases are as follows:

<b>Motor vehicle leases</b>	2020	2019
	£'000	£'000
- within one year	296	542
- between one and two years	23	169
- between two and five years	-	18
	<u>319</u>	<u>729</u>



## Notes to the accounts (continued)

### **10 Related parties**

As a subsidiary undertaking of Northern Gas Networks Holdings Limited, the company has taken advantage of the exemption in FRS 102 section 33 2.2, "Related Party Disclosures", from disclosing transactions with other wholly owned members of the group headed by Northern Gas Networks Holdings Limited.

### **11 Ultimate controlling party**

The directors regard Northern Gas Networks Holdings Limited, a company incorporated in England and Wales, as the ultimate parent company and the ultimate controlling party. Northern Gas Networks Limited is the immediate parent company.

Northern Gas Networks Holdings Limited is the parent company of the largest and smallest group of which the company is a member and for which group accounts are drawn up. Copies of the accounts are available from 1100 Century Way, Thorpe Park Business Park, Colton, Leeds, LS15 8TU.

The Shareholders of Northern Gas Networks Holdings Limited are a consortium comprising of:

PG (April) Limited (47.1%)

Beta Central Profits Limited (41.3%)

SAS Trustee Corporation (11.6%)