# Annual Transparency Report 2019/20

# The Educational Recording Agency Limited (ERA) Annual Transparency Report for the Financial Year Ended 31<sup>st</sup> March 2020

This report has been compiled in accordance with the terms of the Collective Management of Copyright (EU Directive) Regulations (2016). Further information about ERA for the financial year 2019/20 can be found in our Directors' Report and Financial Statements and on our website: <a href="https://www.era.org.uk">www.era.org.uk</a>.

It had been prepared by the members of the Supervisory Committee of ERA and submitted for audit as required by the Regulations.

Individual Statements have been made by each non-executive Director to support the publication of this Annual Transparency Report, including all declarations of conflicts of interest made and approved by the Board of Directors and noted in the company's Register of Interests.

Scans of the Individual Statements are appended to this document. The originals are available for inspection by Members of ERA at ERA's registered office, which is at 5<sup>th</sup> Floor, Shackleton House, Hay's Galleria, 4 Battle Bridge Lane, London SE1 2HX.

The Annual Transparency Report is available on the ERA website and will remain so for at least 5 years.

#### **Legal and Governance Structure**

ERA is a private company limited by guarantee and has no share capital. ERA owns one dormant subsidiary company, Educational Resource Agency Limited.

ERA operates, on a not-for-profit basis, as a collective rights management organisation controlled by its Members. Each Member is entitled to nominate one representative who, subject to election by the Members of ERA, is invited to be a non-executive Director of the company. Each non-executive Director of ERA also forms part of the supervisory function of ERA for the purposes of compliance with the Regulations.

Procedures for the appointment of Directors are set out in the Articles of Association of ERA.

#### **ERA Members**

ERA currently has 22 Members.

The following organisations were Members of ERA at the end of the financial year dated 31<sup>st</sup> March:

- Authors' Licensing and Collecting Society Ltd (ALCS)
- Association de Gestion Internationale Collective des Oeuvres Audiovisuelles (AGICOA)
- BBC Worldwide Ltd
- BPI (British Recorded Music Industry) Ltd
- Channel Four Television Corporation
- Channel 5 Broadcasting Ltd
- Compact Collections Ltd
- Design and Artists Copyright Society (DACS)
- Directors UK Ltd
- Equity
- Focal International Ltd
- The Incorporated Society of Musicians (ISM)
- ITV Network Ltd
- Mechanical Copyright Protection Society Limited (MCPS)
- Musicians' Union (MU)
- Open University Worldwide Ltd
- The Performing Rights Society Ltd (PRS)
- Phonographic Performance Ltd (PPL)
- PICSEL Ltd (admitted to membership on 16<sup>th</sup> January 2020)
- AudioUK
- Sianel Pedwar Cymru (S4C)
- 560 Media Rights Ltd

#### **Membership Application Process**

Information about the Members of ERA, Membership Criteria, how representative bodies may apply for membership of ERA and the terms of membership agreements, which all ERA members are required to observe, are set out in the Articles of Association and the standard Membership Agreement terms both published on the company website at <a href="https://www.era.org.uk">www.era.org.uk</a>.

#### Governance

ERA revised and updated its Articles of Association, Membership Agreement, Dispute Resolution Procedure, Distribution Policy and Code of Conduct during the course of the year. The revised Articles of Association, Membership Agreement, Dispute Resolution Procedure, Distribution Policy and Code of Conduct were approved by the Members by written resolution on 29 January 2020.

# **ERA Activities During the Financial Year Ended 31 March 2020**

ERA's activities during the year related to the effective operation and application of the copyright licensing scheme known as the ERA Licence.

All the activities of ERA over the course of the year concerned or were linked to the effective operation of the ERA Licence.

ERA did not undertake any activities which were separate from its activities as a collective management organisation operating and applying the terms of the ERA Licence for the benefit of its members.

#### **ERA Licence**

The ERA Licensing scheme is operated by reference to s 35 and paragraph 6 Schedule 2 Copyright, Designs and Patents Act 1988 as amended by The Copyright and Rights in Performances (Research, Education, Libraries and Archives) Regulations 2014 (S.I. 2014 No.1372).

All ERA Licences are granted to educational establishments, which include schools, colleges, universities and other educational establishments meeting the definition set out in section 174 Copyright, Designs and Patents Act 1988.

ERA licensing activity is limited to educational establishments in England, Scotland, Wales and Northern Ireland. By agreement of ERA Members and the relevant national authorities, licences are also granted for the benefit of educational establishments in the Isle of Man, Jersey and the Bailiwick of Guernsey.

The terms of the ERA Licence and the tariffs applied for different types of educational establishment are set out and published on the ERA website at <a href="https://www.era.org.uk">www.era.org.uk</a>.

#### **Licensing Activities**

Virtually all schools in England, Scotland, Wales, Northern Ireland and all schools in the Isle of Man, Jersey and the Bailiwick of Guernsey took out and had the benefit of an ERA Licence during the year from 1 April 2019 to 31 March 2020.

This was helped by the central funding arrangement in place between ERA and the Department for Education under which ERA Licence fees for all funded schools in England were paid centrally in April 2019. All schools covered by the DfE central funding arrangements are contacted by CEFM acting as ERA's agent to confirm that their licence has been renewed and a copy of the licence can be obtained on request by email

An agreement was secured with the DfE in December 2016 to extend the central funding arrangements for a further four licensing years from 1 April 2017 with a possible break at the end of three years. In the event the DfE did not choose to exercise the break clause and the central funding arrangement will continue until the 31 March 2021. In April 2017 the tariff for primary school pupils increased from 43p to 45p and the tariff for secondary school pupils increased from 93p to 95p. These tariff rates remain fixed for 2018-19 but were increased by 2p per pupil at both primary and secondary level in April 2019. ERA is currently in discussions with the DfE about renewing the central funding arrangements for a further five years from 1st April 2021.

ERA Licence renewals were successfully put in place with virtually all educational establishments of Further Education and Higher Education effective from 1 August 2019. FE and HE tariff rates remained unchanged at £1.50 and £2.40 per FTE student respectively.

#### Information on Refusals to Grant a Licence

ERA is mandated to license "educational establishments" as defined by s 174 Copyright Designs and Patents Act 1988.

If an applicant applies to ERA for a licence which does not meet the statutory definition of an "educational establishment" then ERA is unable to grant a licence.

ERA works with applicants to ensure that, when the statutory definition is met and a licence is requested, an ERA Licence will be offered at the relevant published tariff rate(s). No such educational establishment operating within the United Kingdom which applied for an ERA Licence was refused an ERA Licence during the year ended 31 March 2020.

ERA operates a Code of Conduct relating to its activities. The attention of all ERA licensees is drawn to the ERA Code of Conduct and its terms through news updates and other information published on the ERA website.

ERA's published Code of Conduct includes details of the complaints procedure to be adhered to, should a complaint be made.

Until 31 December 2019 ERA had an agreement in place with Ombudsman Services, an alternative dispute resolution service, for the referral of unresolved complaints. This agreement had been in place since 2016 but at the beginning of the financial year Ombudsman Services announced that it was withdrawing from the CMO market and its contracts with CMOs would terminate on 30<sup>th</sup> April 2019. It subsequently agreed that existing contracts would run to the end of 2019. At a Board meeting held on 21<sup>st</sup> November 2019, the directors agreed that in place of entering an agreement with an alternative service provider, ERA would meet its regulation 32 obligations by referring disputes to mediation or arbitration on an as-needed basis. The ERA Code of Conduct was thus amended to reflect this change. It now states that a complaint that has not been resolved through ERA's complaints procedure can be referred to mediation through the Centre for Dispute Resolution (CEDR).

During the year no complaints about compliance with the Code were raised with ERA or with Ombudsman Services Limited relating to ERA nor has there been a requirement to refer any matter to a CEDR mediator.

# **Extended Collective Licensing (ECL)**

ERA Licences do not include any Extended Collective Licensing ("ECL") schemes.

# **Working with Technology Providers**

As the use of virtual learning environments within education increases, ERA has continued to develop its programme of working with, and establishing agreements with, the technology providers for educational establishments who support educational establishments/ teachers/ lecturers and students accessing back-up off-air recordings under the ERA Licence either through streaming services or through approved exchange systems.

These agreements also enable ERA to receive reporting on the use of ERA licensed recordings within the services. This reporting helps to provide indicative use of programmes to support allocation and distribution of ERA revenue shares by individual ERA members.

#### **Licensing Revenues**

All licences issued during the year ended 31 March 2020 were in the form of the current ERA Licence and the categories and types of rights represented by ERA on behalf of its Members is set out within the terms and conditions of the ERA Licence.

As at 1 April 2019 ERA held £2,170,012 as licence fees collected from educational establishments of Further and Higher Education and additional educational licensees, such as language schools, whose ERA Licences ran from 1 August 2018 to 31 July 2019. Schools licences are issued to apply from 1 April to 31 March annually. An additional amount of £50,505 was undistributed at 1 April 2019 meaning the total amount held by ERA on behalf of its Members was £2,220,517 at this date.

As at 1 April 2020 ERA held £2,147,022 as licence fees collected from educational establishments of Further and Higher Education whose licences run from 1 August 2019 to 31 July 2020. These sums relate to licence fees relevant for the period 1 April 2020 to 31 July 2020 and fall due for distribution in the financial year commencing 1 April 2020. An additional amount of £215,181 was undistributed as at 31 March 2020 meaning the total amount held by ERA on behalf of its Members was £2,362,203 at this date.

A breakdown of the movements in amounts held by ERA on behalf of its Members is as follows.

	£
Amount held at 1 April 2019	2,220,517
Licence collections in the year to 31 March 2020	12,584,046
Distributions relating to the financial year to 31 March 2020	(11,875,000)
Administration costs (net of interest received)	(567,359)
Amount held at 31 March 2020	2,362,203

# **Relationships with Other Collective Management Organisations**

ERA does not have in place any bilateral or representation agreements with any other collecting societies save to the extent that some ERA Members are themselves collective management organisations.

The following collective management organisations are Members of ERA in their own right:

- Authors' Licensing and Collecting Society Limited
- Design and Artists' Copyright Society
- Mechanical Copyright Protection Society Limited
- Performing Right Society Limited
- Directors UK Limited
- Phonographic Performance Limited
- AGICOA
- PICSEL Limited

#### **Distribution Policy and Distributions**

The Distribution Policy applied by ERA for the purposes of proposing and (subject to required approvals) making distributions to ERA Members has been approved by its Members.

The approved Distribution Policy is published on the ERA website at <a href="https://www.era.org">www.era.org</a>

Distributions are made after the deduction of management fees and commission charged by ERA's agents. In 2019/20 deductions equated to 4.6% of licensing revenues.

Four Distributions were made to ERA Members during the year ended 31 March 2020. The total sums distributed were:

- £2,900,000 on 28 June 2019
- £2,950,000 on 31 October 2019
- £2,950,000 on 31 December 2019
- £3,075,000 on 31 March 2020

The total amount distributed to right holders during the year was £11,875,000.

No sums were held by ERA as non-distributable amounts. However, for a large part of the year the distributable share due to visual artists remained undistributed. This is because at a Board meeting held on 8 March 2019, the Directors of ERA agreed that PICSEL met ERA's Membership Criteria and should be admitted as an ERA member in Distribution Category 2 on condition that it executed a Membership Agreement with ERA. There were delays in DACS and PICSEL reaching agreement on a fair split of the distributable share due to visual artists. PICSEL did not execute a Membership Agreement with ERA until 16 January 2020, at which point it was formally admitted to membership. The distributable share due to visual artist, which had been held in reserve by ERA, was then distributed to DACS and PICSEL according to the agreed shares.

# **Allocations to Categories of Right Holders**

Each ERA Member mandates ERA to represent the repertoire described against the name of the Member in clause 2 of the Schedule of Terms within the ERA Licence.

Each ERA Member is included within a Category of ERA Membership set out in the Distribution Policy. The share of Net Revenue allocated to each Category of Membership is also published in the Distribution Policy.

The Categories of Membership and net revenue shares applied during the financial year ended 31 March 2020 were:

# ERA Members within each Category of ERA Membership and Percentage of Net Revenue allocated to each Category of ERA Membership

Membership Category	Category Members	Net Revenue Percentage
Category 1: Broadcasts	BBC Worldwide Ltd	37.98%
	Channel 5 Broadcasting Ltd	
	Channel Four Television Company Ltd	
	The ITV Network Ltd	
	Sianel Pedwar Cymru	
	Compact Collections Ltd	
	560 Media Rights Ltd	
Category 2: Literary,	Authors' Licensing and Collecting Society Ltd	27.25%
Dramatic, Musical and	Design and Artists' Copyright Society	
Artistic Works	Mechanical Copyright Protection Society Ltd	
	Performing Right Society Ltd	
	Directors UK Ltd	
	PICSEL Ltd	
Category 3: Performers	Equity	20.85%
	Musicians' Union	
	Incorporated Society of Musicians	
Category 4: Sound	BPI (British Recorded Music Industry) Ltd	4.35%
Recordings	Phonographic Performance Ltd	
	AudioUK	
Category 5: Films	AGICOA	9.57%
	FOCAL International Ltd	
	Open University Worldwide Ltd	

#### Policy on the Use of Non-Distributable Amounts

ERA only licenses the use of works and performances which fall within the definition of ERA Repertoire under the ERA Licence.

The copyright exception and limitation provisions in s35 and paragraph 6 Schedule 2 Copyright, Designs and Patents Act 1988 apply for the benefit of educational establishments making use of rights falling outside ERA Repertoire.

Additionally, the proportions in which ERA revenue is allocated amongst its Members are determined by agreement between the Members as reflected in this approved ERA Distribution Policy. ERA distributions are therefore not affected by any uncertainties over the ownership or control of any work or performance or uncertainty over whether any rights subsist in the same.

ERA is therefore able to allocate all distributable revenue to its Members as owners of ERA Repertoire in accordance with the approved ERA Distribution Policy without provision for

claims from owners who are not ERA Members or represented by ERA Members at the time when approval for distributions is confirmed.

A policy for the use of non-distributable amounts is therefore not required or relevant to ERA activities.

# **Management Fees**

ERA's total costs for administering licences during the year ended 31 March 2020 were £553,765.

These broke down as follows:

Staff Costs	£308,681
Outreach & Communications	£12,519
Licensee Liaison	£2,585
Accommodation	£44,481
Office Administration	£53,073
Accounting and Audit Fees	£29,693
Legal Fees	£47,748
Insurance	£3,717
Bank Charges	£585
Website Redesign	£12,761
Other	£7,922
CEFM-run Licensee Helpdesk	£30,000
Total	£553,765

In addition, ERA incurred direct costs of £84,922 paid to CEFM and generated income of £75,164 in bank interest meaning the total net costs of administration were £563,524.

Further details of revenues and expenditure are specified in the audited Financial Statements.

Shares of management fees allocated to individual Members were the same shares applied to entitlement for Net Revenue distributions. This reflects ERA's approved Policy on Deductions adopted and endorsed by all ERA Members.

#### **Remuneration of Chief Executive Officer and Board of Directors**

Helena Djurkovic, Chief Executive Officer of ERA, received emoluments (including pension and benefits) during the year ended 31 March 2020 as follows:

• Salary: £116,844

Pension contributions: £11,684Private health insurance: £1,942

The Directors did not receive any remuneration.

#### Income arising from Investment of Rights Revenue

Bank interest received by ERA from holding monies on behalf of ERA Members pending licence fees being earned and distribution authorised amounted to £75,164.

With the approval of ERA Members, the company used the interest payments earned to meet approved Management Fees, rather than allocating the monies as an identified separate part of the net revenue distributions authorised and made to ERA Members during the year.

# Amounts deducted for the purposes of Social, Cultural and Educational Services

The approved budget for Management Fees during the financial year ended 31 March 2020 made provision for ERA to pay:

- (a) Membership Fees for ERA to be a member of the British Copyright Council and the Alliance for Intellectual Property.
- (b) A contribution of £1,500 towards the cost of the British Copyright Council running its annual training course on copyright in conjunction with WIPO (World Intellectual Property Organisation) held in September 2020 in London.
- (c) A fee of £2,000 to sponsor the College Student Award at the Learning on Screen Awards Ceremony held on 25<sup>th</sup> April 2020 in London.
- (d) A sponsorship fee of £500 to support the International Copyright-Education Event with Playful Opportunities for Practitioners and Scholars (Icepops) held on 26<sup>th</sup> June 2019 in Edinburgh.

ERA did not contribute to any other third party social, cultural or educational services during the financial year ended 31 March 2020.

ERA has continued to provide the secretariat for the Education Licensing Working Group.

#### **Financial Statements**

A copy of the Financial Statements for The Educational Recording Agency Limited (Company registration number 02423219) for the year ended 31 March 2020, including the Directors' Report forming part of the Financial Statements is attached as Schedule 2.

The Financial Statements and the Directors' Report for the year ended 31 March 2020 include:

- The total revenue from licences granted for the year ended 31 March 2020
- The total costs incurred by ERA in administering licences
- Detailed Profit and Loss Account on administration expenditure of ERA including a breakdown of personnel costs.

# **Directors and Officers**

The directors who served on the Board of ERA during the year ended 31 March 2020 were:

- Ms D C Annetts
- Mr J C R Bell
- Mr A R Chowns
- Mr R Combes
- Mr T De Lange
- Ms M Egan
- Ms K E Fishman
- Ms E S Gibson
- Mr A Harrower
- Ms C J Hyndman
- Mr W R Jackson
- Mr J Kimberlin
- Mr L G Lavender
- Mr M J Lee
- Mr I S Morris
- Mr J V P O'Sullivan
- Mrs C G Payne
- Mr P Seheult (appointed 28 January 2020)
- Mr H Trubridge
- Mr J W Vandermeer
- Mr K J Whitehead
- Mr C Zimmermann

No remuneration was paid to any individual directors during the year ended 31 March 2020.

ERA paid £2,065 for insurance to cover its Directors and Officers against liabilities in relation to their duties to the company.

Registered Office: 5th Floor, Shackleton House, Hay's Galleria, 4 Battle Bridge Lane, London

SE1 2HX

To be completed by each member of the Committee Individual Statement for the year ending 31 March 2020

To the Members of The Educational Recording Agency Limited ("ERA").

#### I, Deborah Annetts

being a Director of ERA and an appointed delegate of the Board in providing the supervisory function of ERA

nominated by The Incorporated Society of Musicians ("ISM")

hereby declare and confirm that:

- 1. I have no personal interest in ERA subject only to the interests declared in paragraph 4 below.
- 2. I have received no remuneration from ERA during the year.
- 3. I have received no monies from ERA as a right holder in my own right.
- 4. I confirm that I have declared to the ERA Board the following conflicts of interest, which have been noted and approved by the ERA Board, and that I have no other conflicts of interest to declare:

CEO of The Incorporated Society of Musicians
CEO of the ISM Trust
CEO of the ISM Benevolent Fund
Director of Fair Trials International

Dhard of

The Incorporated Society of Musicians is a member of: British Copyright Council What's Next Cultural Campaigning Network Creative Rights Alliance Creative Industries Federation

BERUICELL	Hulls	
Signed		Date22/07/2020

Registered Office: 5th Floor, Shackleton House, Hay's Galleria, 4 Battle Bridge Lane,

London SE1 2HX

To be completed by each member of the Committee Individual Statement for the year ending 31 March 2020

To the Members of The Educational Recording Agency Limited ("ERA").

# I, Jeremy Bell

being a Director of ERA and an appointed delegate of the Board in providing the supervisory function of ERA

nominated by Phonographic Performance Limited ("PPL")

hereby declare and confirm that:

- 1. I have no personal interest in ERA subject only to the interests declared in paragraph 4 below.
- 2. I have received no remuneration from ERA during the year.
- 3. I have received no monies from ERA as a right holder in my own right.
- 4. I confirm that I have declared to the ERA Board the following conflicts of interest, which have been noted and approved by the ERA Board, and that I have no other conflicts of interest to declare:

Signed.

Data

Registered Office: 5th Floor, Shackleton House, Hay's Galleria, 4 Battle Bridge Lane,

London SE1 2HX

To be completed by each member of the Committee Individual Statement for the year ending 31 March 2020

To the Members of The Educational Recording Agency Limited ("ERA").

# I, Andrew Chowns

having been a Director of ERA and an appointed delegate of the Board in providing the supervisory function of ERA

nominated by Directors UK Ltd

for the year ending 31 March 2020

hereby declare and confirm that:

- 1. I have no personal interest in ERA subject only to the interests declared in paragraph 4
- 2. I have received no remuneration from ERA during the year.
- 3. I have received no monies from ERA as a right holder in my own right.
- 4. I confirm that I have declared to the ERA Board the following conflicts of interest, which have been noted and approved by the ERA Board, and that I have no other conflicts of interest to declare:

Chief Executive - Directors UK Ltd Member of the Royal Television Society

Directors UK is a member of: **British Copyright Council Society of Audio-Visual Authors Federation of European Film Directors** CISAC (world governing body of CMOs)

Signed Date 16/07/2020

Registered Office: 5th Floor, Shackleton House, Hay's Galleria, 4 Battle Bridge Lane, London SE1 2HX

To be completed by each member of the Committee Individual Statement for the year ending 31 March 2020

To the Members of The Educational Recording Agency Limited ("ERA").

# I, Richard Combes

being a Director of ERA and an appointed delegate of the Board in providing the supervisory function of ERA

nominated by Authors' Licensing and Collecting Society Limited ("ALCS")

hereby declare and confirm that:

- 1. I have no personal interest in ERA subject only to the interests declared in paragraph 4 below.
- 2. I have received no remuneration from ERA during the year.
- 3. I have received no monies from ERA as a right holder in my own right.
- 4. I confirm that I have declared to the ERA Board the following conflicts of interest, which have been noted and approved by the ERA Board, and that I have no other conflicts of interest to declare:

# Director of the British Copyright Council

ALCS is a member of:

The Copyright Licensing Agency Ltd
British Copyright Council
International Confederation of Authors and Composers
Society of Audio-Visual Authors
International Federation of Reproduction Rights Organisations

ALCS administers:

The All Party Parliamentary Writers Group
The International Authors Forum

Signed / W

Date 10 7/2027

Registered Office: 5th Floor, Shackleton House, Hay's Galleria, 4 Battle Bridge Lane,

London SE1 2HX

To be completed by each member of the Committee Individual Statement for the year ending 31 March 2020

To the Members of The Educational Recording Agency Limited ("ERA").

# I, Tom de Lange

being a Director of ERA and an appointed delegate of the Board in providing the supervisory function of ERA

nominated by Association de Gestion Internationale Collective des Oeuvres Audiovisuelles ("AGICOA")

hereby declare and confirm that:

- 1. I have no personal interest in ERA subject only to the interests declared in paragraph 4 below.
- 2. I have received no remuneration from ERA during the year.
- 3. I have received no monies from ERA as a right holder in my own right.
- 4. I confirm that I have declared to the ERA Board the following conflicts of interest, which have been noted and approved by the ERA Board, and that I have no other conflicts of interest to declare:

#### Director of:

AGICOA Europe Brussels (Belgium)

AGICOA GmbH (Germany)

AGICOA Norge (Norway)

AGICOA Estonia

PRD (Denmark)

ALGOA (Luxembourg)

CRC (Canada)

ISAN International Agency (Switzerland)

VIDEMA (The Netherlands)

General Manager of:

AGICOA (Switzerland)

AGICOA The Netherlands (dormant)

AGICOA Europe (Luxembourg)

AGICOA (CH) shareholdings in:

AGICOA Europe Brussels (46%)

# AGICOA GmbH (49%)

Signed

AGICOA (CH) is a member of WIPO

Date of of labor

AGICOA
Association de Gestion Internationale
Collective des Oeuvres Audiovisuelles
1, rue Pestalozzi
CH-1202 GENEVE
Tél. 022 340 32 00

Registered Office: 5th Floor, Shackleton House, Hay's Galleria, 4 Battle Bridge Lane, London SE1 2HX

To be completed by each member of the Committee Individual Statement for the year ending 31 March 2020

To the Members of The Educational Recording Agency Limited ("ERA").

#### I, Mary Egan

being a Director of ERA and an appointed delegate of the Board in providing the supervisory function of ERA

nominated by FOCAL International Limited ("FOCAL")

hereby declare and confirm that:

- 1. I have no personal interest in ERA subject only to the interests declared in paragraph 4 below.
- 2. I have received no remuneration from ERA during the year.
- 3. I have received no monies from ERA as a right holder in my own right.
- 4. I confirm that I have declared to the ERA Board the following conflicts of interest, which have been noted and approved by the ERA Board, and that I have no other conflicts of interest to declare:

Member of Royal Television Society

Registered Office: 5th Floor, Shackleton House, Hay's Galleria, 4 Battle Bridge Lane,

**London SE1 2HX** 

To be completed by each member of the Committee Individual Statement for the year ending 31 March 2020

To the Members of The Educational Recording Agency Limited ("ERA").

#### I, Karen Fishman

being a Director of ERA and an appointed delegate of the Board in providing the supervisory function of ERA

nominated by The Performing Right Society Limited ("PRS")

hereby declare and confirm that:

- 1. I have no personal interest in ERA subject only to the interests declared in paragraph 4 below.
- 2. I have received no remuneration from ERA during the year.
- 3. I have received no monies from ERA as a right holder in my own right.
- 4. I confirm that I have declared to the ERA Board the following conflicts of interest, which have been noted and approved by the ERA Board, and that I have no other conflicts of interest to declare:

Director – Parkview Mansions (freehold) Ltd Senior Corporate Counsel of PRS Ltd and PRS for Music Ltd

PRS is a member of:

**UK Music** 

**British Copyright Council** 

Alliance for Intellectual Property 44

Signed\*

Date 19 August 2020

Registered Office: 5th Floor, Shackleton House, Hay's Galleria, 4 Battle Bridge Lane,

London SE1 2HX

To be completed by each member of the Committee Individual Statement for the year ending 31 March 2020

To the Members of The Educational Recording Agency Limited ("ERA").

# I, Elizabeth Gibson

being a Director of ERA and an appointed delegate of the Board in providing the supervisory function of ERA

nominated by BBC Studios Distribution Limited

hereby declare and confirm that:

- 1. I have no personal interest in ERA subject only to the interests declared in paragraph 4 below.
- 2. I have received no remuneration from ERA during the year.
- 3. I have received no monies from ERA as a right holder in my own right.
- 4. I confirm that I have declared to the ERA Board the following conflicts of interest, which have been noted and approved by the ERA Board, and that I have no other conflicts of interest to declare:

**Chair of Sports News Access Group** 

Signed = 4 Zabettalba Date 3rd July 2020

Registered Office: 5th Floor, Shackleton House, Hay's Galleria, 4 Battle Bridge Lane,

**London SE1 2HX** 

To be completed by each member of the Committee Individual Statement for the year ending 31 March 2020

To the Members of The Educational Recording Agency Limited ("ERA").

I, Andy Harrower, Director of Licensing at PRS for Music

being a Director of ERA and an appointed delegate of the Board in providing the supervisory function of ERA

nominated by PRS for Music

hereby declare and confirm that:

- 1. I have no personal interest in ERA subject only to the interests declared in paragraph 4 below.
- 2. I have received no remuneration from ERA during the year.
- 3. I have received no monies from ERA as a right holder in my own right.
- 4. I confirm that I have declared to the ERA Board the following conflicts of interest, which have been noted and approved by the ERA Board, and that I have no other conflicts of interest to declare:

Member of Royal Television Society

PRS for Music is a member of:

**British Copyright Council** 

Alliance for Intellectual Property

Signed

Date 2 July 2020

Registered Office: 5th Floor, Shackleton House, Hay's Galleria, 4 Battle Bridge Lane,

**London SE1 2HX** 

To be completed by each member of the Committee Individual Statement for the year ending 31 March 2020

To the Members of The Educational Recording Agency Limited ("ERA").

I, Andy Harrower, CEO of Directors UK from May 2020

being a Director of ERA and an appointed delegate of the Board in providing the supervisory function of ERA

nominated by Directors UK

hereby declare and confirm that:

- 1. I have no personal interest in ERA subject only to the interests declared in paragraph 4 below.
- 2. I have received no remuneration from ERA during the year.
- 3. I have received no monies from ERA as a right holder in my own right.
- 4. I confirm that I have declared to the ERA Board the following conflicts of interest, which have been noted and approved by the ERA Board, and that I have no other conflicts of interest to declare:

Member of Royal Television Society

Directors UK is a member of:

**British Copyright Council** 

Signed

Date 2 July 2020

Registered Office: 5th Floor, Shackleton House, Hay's Galleria, 4 Battle Bridge Lane,

London SE1 2HX

To be completed by each member of the Committee Individual Statement for the year ending 31 March 2020

To the Members of The Educational Recording Agency Limited ("ERA").

I, Jane Hyndman

being a Director of ERA and an appointed delegate of the Board in providing the supervisory function of ERA

nominated by Compact Collections Limited ("Compact")

hereby declare and confirm that:

- 1. I have no personal interest in ERA subject only to the interests declared in paragraph 4 below.
- 2. I have received no remuneration from ERA during the year.
- 3. I have received no monies from ERA as a right holder in my own right.
- 4. I confirm that I have declared to the ERA Board the following conflicts of interest, which have been noted and approved by the ERA Board, and that I have no other conflicts of interest to declare:

**Director of AGICOA** 

Director of Abbeyfield Hoylake & West Kirby Society Ltd

**Director of UK Storyhouse Limited** 

Representative of Compact in its Associate Membership of EUROCOPYA and meetings of the British Screen Forum

COMPACT is a member of PACT

Signed Date 29 June 2020

Registered Office: 5th Floor, Shackleton House, Hay's Galleria, 4 Battle Bridge Lane,

London SE1 2HX

To be completed by each member of the Committee Individual Statement for the year ending 31 March 2020

To the Members of The Educational Recording Agency Limited ("ERA").

# I, Will Jackson

being a Director of ERA and an appointed delegate of the Board in providing the supervisory function of ERA

nominated by AudioUK

hereby declare and confirm that:

- 1. I have no personal interest in ERA subject only to the interests declared in paragraph 4 below.
- 2. I have received no remuneration from ERA during the year.
- 3. I have received no monies from ERA as a right holder in my own right.
- 4. I confirm that I have declared to the ERA Board the following conflicts of interest, which have been noted and approved by the ERA Board, and that I have no other conflicts of interest to declare:

Managing Director of Audio Producers Association (trading as AudioUK)
Director of Audio Content Fund
Director of Soundhound Media Ltd
Shareholder of Brewdog PLC
Wife (Helen Jackson) also a Director of Soundhound Media Ltd

Member of: Radio Academy Royal Television Society Student Radio Association

Signed

Date 23/07/20

Company Number: 02423219 Registered Office: 5th Floor, Shackleton House, Hay's Galleria, 4 Battle Bridge Lane, **London SE1 2HX** To be completed by each member of the Committee Individual Statement for the year ending 31 March 2020 To the Members of The Educational Recording Agency Limited ("ERA"). I, Jeremy Kimberlin being a Director of ERA and an appointed delegate of the Board in providing the supervisory function of ERA nominated by Channel Four Television Corporation ("Channel 4") hereby declare and confirm that: 1. I have no personal interest in ERA subject only to the interests declared in paragraph 4 below. 2. I have received no remuneration from ERA during the year. 3. I have received no monies from ERA as a right holder in my own right. 4. I confirm that I have declared to the ERA Board the following conflicts of interest, which have been noted and approved by the ERA Board, and that I have no other conflicts of interest to declare: None

Signed Joromy Kimborlin...... Date 15/9/20.....

Registered Office: 5th Floor, Shackleton House, Hay's Galleria, 4 Battle Bridge Lane, London SE1 2HX

To be completed by each member of the Committee Individual Statement for the year ending 31 March 2020

To the Members of The Educational Recording Agency Limited ("ERA").

#### I, Guy Lavender

being a Director of ERA and an appointed delegate of the Board in providing the supervisory function of ERA

nominated by Open University Worldwide Limited ("OU Worldwide")

hereby declare and confirm that:

- 1. I have no personal interest in ERA subject only to the interests declared in paragraph 4 below.
- 2. I have received no remuneration from ERA during the year.
- 3. I have received no monies from ERA as a right holder in my own right.
- 4. I confirm that I have declared to the ERA Board the following conflicts of interest, which have been noted and approved by the ERA Board, and that I have no other conflicts of interest to declare:

None

Signed.

Registered Office: 5th Floor, Shackleton House, Hay's Galleria, 4 Battle Bridge Lane,

**London SE1 2HX** 

To be completed by each member of the Committee Individual Statement for the year ending 31 March 2020

To the Members of The Educational Recording Agency Limited ("ERA").

#### I, Marcus Lee

being a Director of ERA and an appointed delegate of the Board in providing the supervisory function of ERA

nominated by Channel 5 Broadcasting Limited ("Channel 5")

hereby declare and confirm that:

- 1. I have no personal interest in ERA subject only to the interests declared in paragraph 4 below.
- 2. I have received no remuneration from ERA during the year.
- 3. I have received no monies from ERA as a right holder in my own right.
- 4. I confirm that I have declared to the ERA Board the following conflicts of interest, which have been noted and approved by the ERA Board, and that I have no other conflicts of interest to declare:

General Counsel for UK, Northern and Eastern Europe:

Channel 5

MTV

**Comedy Central** 

Nickelodeon

Signed Marcus Lee (Sep 3, 2020 15:26 GMT+1) Date Sep 3, 2020

Registered Office: 5th Floor, Shackleton House, Hay's Galleria, 4 Battle Bridge Lane,

London SE1 2HX

To be completed by each member of the Committee Individual Statement for the year ending 31 March 2020

To the Members of The Educational Recording Agency Limited ("ERA").

# I, lestyn Morris

being a Director of ERA and an appointed delegate of the Board in providing the supervisory function of ERA

nominated by Sianel Pedwar Cymru ("S4C")

hereby declare and confirm that:

- 1. I have no personal interest in ERA subject only to the interests declared in paragraph 4 below.
- 2. I have received no remuneration from ERA during the year.
- 3. I have received no monies from ERA as a right holder in my own right.
- 4. I confirm that I have declared to the ERA Board the following conflicts of interest, which have been noted and approved by the ERA Board, and that I have no other conflicts of interest to declare:

Director of Colegau Cymru (College Wales) Ltd Governor of Cardiff and Vale College Member of Broadcasters and Producers Group Member of Broadcasters' Liaison Group Father is a shareholder and former MD (now retired) at Freshwater UK Ltd

Signed

Date 21/07/2020

Registered Office: 5th Floor, Shackleton House, Hay's Galleria, 4 Battle Bridge Lane,

London SE1 2HX

To be completed by each member of the Committee Individual Statement for the year ending 31 March 2020

To the Members of The Educational Recording Agency Limited ("ERA").

#### I, John O'Sullivan

being a Director of ERA and an appointed delegate of the Board in providing the supervisory function of ERA

nominated by 560 Media Rights Ltd ("560 Media")

hereby declare and confirm that:

- 1. I have no personal interest in ERA subject only to the interests declared in paragraph 4 below.
- 2. I have received no remuneration from ERA during the year.
- 3. I have received no monies from ERA as a right holder in my own right.
- 4. I confirm that I have declared to the ERA Board the following conflicts of interest, which have been noted and approved by the ERA Board, and that I have no other conflicts of interest to declare:

Director of 560 Media Rights Ltd Director of Anlucia Music Ltd

Signed ...... Date 13 July 2020

Registered Office: 5th Floor, Shackleton House, Hay's Galleria, 4 Battle Bridge Lane, London SE1 2HX

To be completed by each member of the Committee Individual Statement for the year ending 31 March 2020

To the Members of The Educational Recording Agency Limited ("ERA").

# I, Christine Payne

being a Director of ERA and an appointed delegate of the Board in providing the supervisory function of ERA

nominated by Equity

hereby declare and confirm that:

- 1. I have no personal interest in ERA subject only to the interests declared in paragraph 4 below.
- 2. I have received no remuneration from ERA during the year.
- 3. I have received no monies from ERA as a right holder in my own right.
- 4. I confirm that I have declared to the ERA Board the following conflicts of interest, which have been noted and approved by the ERA Board, and that I have no other conflicts of interest to declare:

Date 29-6-2020.

# Director of:

Associate Member of BAFTA

Member of TUC General Council and Executive Committee
Vice-President & Treasurer of the International Federation of Actors
Trustee of the Equity Charitable Trust

Signed

Registered Office: 5th Floor, Shackleton House, Hay's Galleria, 4 Battle Bridge Lane, London

SE1 2HX

To be completed by each member of the Committee Individual Statement for the year ending 31 March 2020

To the Members of The Educational Recording Agency Limited ("ERA").

# I, Andrew Provan

being a Director of ERA and an appointed delegate of the Board in providing the supervisory function of ERA

nominated by Mechanical Copyright Protection Society Limited ("MCPS")

hereby declare and confirm that:

- 1. I have no personal interest in ERA subject only to the interests declared in paragraph 4 below.
- 2. I have received no remuneration from ERA during the year.
- 3. I have received no monies from ERA as a right holder in my own right.
- 4. I confirm that I have declared to the ERA Board the following conflicts of interest, which have been noted and approved by the ERA Board, and that I have no other conflicts of interest to declare: HEAPOF LICENSING AT PRS For MUSIC

Signed

Alufan Date 06/07/2020

Registered Office: 5th Floor, Shackleton House, Hay's Galleria, 4 Battle Bridge Lane, London

SE1 2HX

To be completed by each member of the Committee Individual Statement for the year ending 31 March 2020

To the Members of The Educational Recording Agency Limited ("ERA").

#### I, Paul Seheult

being a Director of ERA and an appointed delegate of the Board in providing the supervisory function of ERA

nominated by PICSEL Limited

hereby declare and confirm that:

- 1. I have no personal interest in ERA subject only to the interests declared in paragraph 4 below.
- 2. I have received no remuneration from ERA during the year.
- 3. I have received no monies from ERA as a right holder in my own right.
- 4. I confirm that I have declared to the ERA Board the following conflicts of interest, which have been noted and approved by the ERA Board, and that I have no other conflicts of interest to declare: PICSEL is a member of BCC, CLA, IFRRO, CEPIC and BAPLA.

Signed

Date 24th June 2020

Registered Office: 5th Floor, Shackleton House, Hay's Galleria, 4 Battle Bridge Lane,

**London SE1 2HX** 

To be completed by each member of the Committee Individual Statement for the year ending 31 March 2020

To the Members of The Educational Recording Agency Limited ("ERA").

# I, Horace Trubridge

being a Director of ERA and an appointed delegate of the Board in providing the supervisory function of ERA

nominated by Musicians' Union ("MU")

hereby declare and confirm that:

- 1. I have no personal interest in ERA subject only to the interests declared in paragraph 4 below.
- 2. I have received no remuneration from ERA during the year.
- 3. I have received no monies from ERA as a right holder in my own right.
- 4. I confirm that I have declared to the ERA Board the following conflicts of interest, which have been noted and approved by the ERA Board, and that I have no other conflicts of interest to declare:

Director - PPL

Director - The BRIT School of Performing Arts & Technology

Director - UK Music

The Musicians' Union is a Member of: UK Music British Copyright Council International Federation of Musicians Creators' Rights Alliance

IA a

Signed	Date	29 June 2020	•••
21511CU	Date		•••

Registered Office: 5th Floor, Shackleton House, Hay's Galleria, 4 Battle Bridge Lane,

London SE1 2HX

To be completed by each member of the Committee Individual Statement for the year ending 31 March 2020

To the Members of The Educational Recording Agency Limited ("ERA").

# I, Jonathan Vandermeer

being a Director of ERA and an appointed delegate of the Board in providing the supervisory function of ERA

nominated by ITV Network Limited ("ITV")

hereby declare and confirm that:

- I have no personal interest in ERA subject only to the interests declared in paragraph 4 below.
- I have received no remuneration from ERA during the year.
- I have received no monies from ERA as a right holder in my own right.
- 4. I confirm that I have declared to the ERA Board the following conflicts of interest, which have been noted and approved by the ERA Board, and that I have no other conflicts of interest to declare:

None

Company Number: 02423219

Registered Office: 5th Floor, Shackleton House, Hay's Galleria, 4 Battle Bridge Lane, London SEI 2HX

To be completed by each member of the Committee Individual Statement for the year ending 31 March 2020

To the Members of The Educational Recording Agency Limited ("ERA").

#### I, Christian Zimmermann

being a Director of ERA and an appointed delegate of the Board in providing the supervisory function of ERA

nominated by Design and Artists Copyright Society ("DACS")

hereby declare and confirm that:

- 1. I have no personal interest in ERA subject only to the interests declared in paragraph 4 below.
- 2. I have received no remuneration from ERA during the year.
- 3. I have received no monies from ERA as a right holder in my own right.
- 4. I confirm that I have declared to the ERA Board the following conflicts of interest, which have been noted and approved by the ERA Board, and that I have no other conflicts of interest to declare:

Director of Abbotts Wharf Management Ltd

DACS is a member of:
The Copyright Licensing Agency Ltd
British Copyright Council
Alliance for Intellectual Property

Signed D. Date 09 (07 (2020)

Company Number: 02423219

Registered Office: 5th Floor, Shackleton House, Hay's Galleria, 4 Battle Bridge Lane,

**London SE1 2HX** 

To be completed by each member of the Committee Individual Statement for the year ending 31 March 2020

To the Members of The Educational Recording Agency Limited ("ERA").

#### I, Kiaron Whitehead

being a Director of ERA and an appointed delegate of the Board in providing the supervisory function of ERA

nominated by BPI (British Recorded Music Industry) Limited ("BPI")

hereby declare and confirm that:

- 1. I have no personal interest in ERA subject only to the interests declared in paragraph 4 below.
- 2. I have received no remuneration from ERA during the year.
- 3. I have received no monies from ERA as a right holder in my own right.
- 4. I confirm that I have declared to the ERA Board the following conflicts of interest, which have been noted and approved by the ERA Board, and that I have no other conflicts of interest to declare:

Director – BPI (Productions) Ltd Director – Mercury Prize Ltd Creative Content UK Partnership Ltd

BPI is a member of: British Copyright Council Alliance for Intellectual Property

Signed

Date

16. ix.20

### Schedule 1: Independent Auditor's Report

#### **AUDITOR'S REPORT**

We have performed the procedures agreed with you and enumerated below with respect to the Annual Transparency Report of the Educational Recording Agency Limited for the year ended 31 March 2020. Our engagement was undertaken in accordance with the international Standard on Related Services applicable to agreed-upon procedures engagements. The procedures were performed solely for the purpose of your compliance with Regulation 21(2)(b) of the Collective Management of Copyright (EU Directive) Regulations (2016) and are summarised in guidance issued by the Intellectual Property Office to Auditors in October 2017.

#### We report our findings below:

In relation to the breakdowns required by Regulation 21(4) (g) to (k) our work was limited to the accounting information disclosed, and our audit did not cover the merits of the decisions taken by the Educational Recording Agency Limited in order to allocate, for example, income or costs to particular categories, but was designed to ensure that the financial information presented as a result of these decisions is:

- a) accurate, as it relates to the materiality of the overall accounts
- b) based on a reasonable methodology.

Because the above procedures do not constitute engagements made in accordance with International Standards on Auditing (UK) or the International Standard for Review engagements (UK and Ireland), we do not express any assurance on the Annual Transparency Report for the year ended 31 March 2020.

Had we performed additional procedures, or had we performed engagements in accordance with International Standards on Auditing (UK) or the International Standard for Review Engagements (UK and Ireland), other matters might have come to our attention that would have been reported to you.

#### Use and purpose of our report

Our Report is prepared solely for the use of the Educational Recording Agency Limited and solely for the purpose of its compliance with Regulation 21(2)(b) of the Collective Management of Copyright (EU Directive) Regulations (2016). It may not be relied upon by Educational Recording Agency Limited for any other purpose whatsoever. Our Report was not prepared for the benefit of any party other than the Educational Recording Agency Limited. Haysmacintyre neither owes nor accepts any duty to any other party (including any copyright owner, heirs to copyright owners, agents or licensees) and shall not be liable for any loss, damage or expense of whatsoever nature which is caused by their reliance on our Report.

Thomas Wilson (Senior Statutory Auditor)

Haysmacintyre LLP 10 Queen Street Place

4 111

London EC4R 1AG

Date: 16 September 2020

Schedule 2: Financial Statements for the Educational Recording Agency Ltd for the Year Ended 31st March 2020

Registered number: 02423219

#### THE EDUCATIONAL RECORDING AGENCY LIMITED

(A Company Limited by Guarantee)

# DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

(A Company Limited by Guarantee)

#### **COMPANY INFORMATION**

**Directors** Deborah Claire Annetts

Jeremy Christian Richard Bell

Andrew Robert Chowns (resigned 30 April 2020)

Richard Combes
Tom De Lange
Mary Bridget Egan
Karen Estelle Fishman
Elizabeth Sarah Gibson

Andrew Harrower (resigned 17 April 2020; reappointed 4 May 2020)

Caroline Jane Hyndman William Reid Jackson Jeremy Kimberlin Leslie Guy Lavender Marcus James Lee lestyn Sion Morris

John Vincent Peter O'Sullivan

Christine Grace Payne

Andrew Dunlop Provan (appointed 17 April 2020)

Paul Fernand Andrew Seheult

Horace Trubridge

Jonathan William Vandermeer Kiaron James Whitehead Christian Zimmermann

Company secretary Helena Djurkovic

Registered number 02423219

**Registered office** 5th Floor, Shackleton House

4 Battle Bridge Lane

London SE1 2HX

Independent auditors Haysmacintyre LLP

10 Queen Street Place

London EC4R 1AG

#### CONTENTS

	Page
Directors' Report	1 - 5
Independent Auditors' Report	6 - 8
Statement of Comprehensive Income	9
Balance Sheet	10
Notes to the Financial Statements	11 - 18

#### DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2020

The directors present their report and the financial statements for the year ended 31 March 2020.

#### Principal activity and review of business

The principal activity of the company is the issuing of licences for educational use of copyright works and performances to educational bodies in return for licence fees which, after deduction of expenses, are distributable to members.

The use of broadcast materials in class by teachers and lecturers is a powerful tool for enhancing teaching and learning at all levels of education from primary to tertiary. Television and radio content provides a highly effective means of illustrating and explaining complex concepts, engaging students and stimulating debate. Such is the range and quality of broadcast resources available under the ERA Licence that materials are available that closely match the curricular and learning requirements of students across the vast majority of subjects and at all levels of study.

ERA's primary strategic objective is to maximise the value that licensees derive from the ERA License by providing educators with both the knowledge and tools necessary to exploit the powerful pedagogical benefits that can be derived from integrating broadcast resources into wider teaching and learning. ERA invests heavily in communications and outreach to ensure licensees understand how best to unlock the full potential of broadcast recordings. It also invest in tools to help licensees identify and access the most appropriate broadcast content to stimulate the learning potential of children and young adults.

Over the course of 2019-20 it has produced and promoted a wide range of carefully curated selections of programmes and clips that match the curricular specifications of the most widely taught subjects at secondary school. In addition, it has launched the Natural Curriculum, (www.naturalcurriculum.co.uk), a free online resource that supports the teaching of literacy by providing primary school teachers with a comprehensive curriculum programme designed around BBC natural history clips. The concept is the brainchild of a Bristol-based primary school teacher, David Millington, who recognises the potential of natural history clips to ignite children's imagination and the value of working collaboratively with other teachers to produce inspiring teaching resources for educators across the country. ERA has not only funded the development of the website but has also contributed to the creation and design of resources hosted on the site. The site launched with Year 5 Literacy but expansion into other year groups and subjects is planned.

The closure of schools as a result of the coronavirus pandemic and the consequent explosion in home-learning at the end of the 2019-20 financial year, prompted ERA to accelerate development plans for the Natural Curriculum. From April 2020 home-learning resources for years 1 to 6 began to be added on a weekly basis and June 2020 saw the launch of a comprehensive range of lesson plans, covering all Year 4 literacy objectives.

ERA's efforts to support licensees during the coronavirus crisis have extended beyond the school sector. To support licensees operating within the FE sector, ERA has produced curated playlists for some of the most popular subjects studied within FE colleges, including Business & Management and Health & Social Care. Concurrently, in recognition of the challenges faced by institutions of higher education in ensuring all students can continue to access to educational resources online, ERA has entered into a unique collaboration with the BBC and Learning on Screen, owners of Box of Broadcasts, to enable temporary offshore access to recordings of programmes on the BBC News Channel. The ERA Licence is limited to the UK but with the generosity of the BBC and other rights-holders, ERA has been able to secure the necessary permissions to allow selective offshore access through Box of Broadcasts.

ERA takes it responsibilities to the education sector in the UK extremely seriously and will continue to ensure that the ERA licence helps facilitate improvements in teaching and learning throughout the country.

#### Results and dividends

The surplus for the year, after taxation, amounted to £3,230 (2019: loss of £1,633).

(A Company Limited by Guarantee)

#### DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2020

#### **Directors**

The directors who served during the year were:

Ms D C Annetts

Mr J C R Bell

Mr A R Chowns

Mr R Combes

Mr T De Lange

Mr M Egan

Ms K E Fishman

Ms E S Gibson

Mr A Harrower

Ms C J Hyndman

Mr W R Jackson

Mr J Kimberlin

Mr L G Lavender

Mr M J Lee

Mr I S Morris

Mr J V P O'Sullivan

Mrs C G Payne

Mr P F A Seheult (appointed 28th January 2020)

Mr H Trubridge

Mr J W Vandermeer

Mr K J Whitehead

Mr C Zimmermann

#### Membership

PICSEL became a member of ERA on 16 January 2020.

The number of members represented during the year was 22 (2019: 21) ERA Licences do not include any Extended Collective Licensing Scheme.

#### Share capital and structure

ERA is a private company limited by guarantee and has no share capital. ERA owns one dormant subsidiary company, Educational Resource Agency Limited.

ERA operates, on a not-for-profit basis, as a collective management organisation for the purposes of The Collective Management of Copyright (EU Directive) Regulations 2016 ("the CMO Regulations").

Each Member of ERA is entitled to nominate one representative who, subject to election by the Members of ERA, is then invited be a non-executive Director of ERA.

Each non-executive Director of ERA also forms part of the supervisory function of ERA for the purposes of compliance with the Regulations.

Procedures for the appointment of Directors are set out in the Articles of Association of ERA. Directors may appoint alternates to attend Board meetings in their absence.

### DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2020

#### **Distribution policy**

ERA Members have approved the Distribution Policy applied by ERA for the purposes of proposing and (subject to required approvals) making distributions to ERA Members.

The company seeks approval from the Members for distribution of earned licence fees under the ERA Licensing Scheme.

The approved Distribution Policy is published on the ERA website at www.era.org.uk.

Four Distributions were made to ERA Members during the year ended 31 March 2020.

The total sums distributed were:

£2,900,000 on 30 June 2019 £2,950,000 on 31 October 2019 £2,950,000 on 31 December 2019 £3,075,000 on 31 March 2020

The total amount distributed to right holders during the year was £11,875,000

#### Share capital and distribution

All licences issued during the year ended 31 March 2020 were in the form of the current ERA Licence and the categories and types of rights represented by ERA on behalf of its Members is set out within the terms and conditions of the ERA Licence.

As at 1 April 2019 ERA held £2,170,012 as licence fees collected from educational establishments of Further and Higher Education and additional educational licences, such as language schools, whose ERA Licences ran from 1 August 2018 to 31 July 2019. Schools licences are issued to apply from 1 April to 31 March annually. An additional amount of £50,505 was undistributed at 1 April 2019 meaning the total amount held by ERA on behalf of its Members was £2,220,517 at this date.

As at 1 April 2020 ERA held £2,147,022 as licence fees collected from educational establishments of Further and Higher education whose licences run from 1 August 2019 to 31 July 2020. These sums relate to licence fees relevant for the period 1 April 2020 and fall due for distribution in the financial year commencing 1 April 2020. An additional amount of £215,181 was undistributed as at 31 March 2020 meaning the total amount held by ERA on behalf of its Members was £2,362,203 at this date.

The total revenue from the current ERA Licence during the year ended 31 March 2020 was £12,607,052. No sums were held by ERA as non-distributable amounts.

The total costs incurred in administering licences during the year were £638,688 (2019: £880,182).

No remuneration was paid to directors during the year. Details of payments made for insurance to cover its Directors and Officers against liabilities can be found in Note 6 to the accounts.

#### **Code of Conduct**

The company has adopted and published a Code of Conduct relating to its operations.

The Code of Conduct has been made available to the Members and is posted on the company website at www.era.org.uk.

#### DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2020

#### Reserves

In accordance with the company Policy on Deductions approved by ERA Members, the Directors have agreed that it is prudent for a provision of around £30,000 to be held by the company as unrestricted reserves to meet the obligations of the Company.

#### DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2020

#### **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 elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 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 for the Company's financial statements 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 to 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.

#### 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 the director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- the 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.

#### Small companies note

In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

This report was approved by the board on 16 July 2020 and signed on its behalf.

Helena Djurkovic Secretary

### INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF THE EDUCATIONAL RECORDING AGENCY LIMITED

#### Opinion

We have audited the financial statements of The Educational Recording Agency Limited (the 'Company') for the year ended 31 March 2020, which comprise the Profit and Loss Account, the Balance Sheet and the related notes, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the 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; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

#### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditors' 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 United Kingdom, including the Financial Reporting Council'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 have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the 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.

#### 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 Auditors' 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.

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

### INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF THE EDUCATIONAL RECORDING AGENCY LIMITED (CONTINUED)

inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

#### Opinion 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 Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Directors' Report has been prepared in accordance with applicable legal requirements.

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

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Directors' Report.

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

- adequate accounting records have not been kept, 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; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies
  regime and take advantage of the small companies' exemptions in preparing the Directors' Report and
  from the requirement to prepare a Strategic Report.

#### Responsibilities of directors

As explained more fully in the Directors' Responsibilities Statement on page 5, 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.

### INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF THE EDUCATIONAL RECORDING AGENCY LIMITED (CONTINUED)

#### Auditors' 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 Auditors' 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 Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our Auditors' Report.

#### Use of our report

This report is made solely to the Company's shareholders 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 shareholders 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 shareholders for our audit work, for this report, or for the opinions we have formed.

Thomas Wilson (Senior Statutory Auditor)

for and on behalf of Haysmacintyre LLP

**Statutory Auditors** 

10 Queen Street Place London EC4R 1AG

Date: 25 August 2020

#### STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 MARCH 2020

	Note	2020 £	2019 £
Income		567,359	819,958
Direct costs		(84,922)	(82, 192)
Gross surplus		482,437	737,766
Administrative expenses		(553,765)	(797,990)
Operating deficit	4	(71,328)	(60,224)
Interest receivable and similar income		75,164	60,224
Surplus/ (deficit) before tax	,	3,836	-
Tax on surplus/ (deficit)		(606)	(1,663)
Surplus/ (deficit) for the financial year	,	3,230	(1,663)

There was no other comprehensive income for 2019 (2018: £Nil).

The notes on pages 11 to 18 form part of these financial statements.

(A Company Limited by Guarantee) REGISTERED NUMBER: 02423219

#### BALANCE SHEET AS AT 31 MARCH 2020

Note		2020 £		2019 £
		_		
7		15,523		31,277
8		1		1
	_	15,524		31,278
9	665,418		628,667	
10	1,755,370		1,635,564	
	2,420,788		2,264,231	
11	(2,408,312)		(2,270,739)	
		12,476		(6,508)
	_	28,000		24,770
	-	28,000		24,770
	_			
		28,000		24,770
	_	28,000		24,770
	9 10	7 8 9 <b>665,418</b> 10 <b>1,755,370</b> 2,420,788	Note £  7	Note £  7

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

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

**Deborah Claire Annetts** 

Debeneli Amelys

Director

Date: 16 July 2020

The notes on pages 11 to 18 form part of these financial statements.

(A Company Limited by Guarantee)

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

#### 1. General information

These financial statements are presented in Pounds Sterling (GBP), as this is the currency in which all of the Company's transactions are denominated.

The Company is a United Kingdom company limited by guarantee and is incorporated in England.

#### 2. Accounting policies

#### 2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies (see note 3).

The following principal accounting policies have been applied:

#### 2.2 Going concern

These financial statements have been prepared using the going concern basis of accounting. Costs are covered by retaining the necessary amount from fees collected on behalf of the members. Management are confident that fees receiveable will continue to cover the expenses and liabilities incurred by the Company.

The Directors have reviewed their forecasts and cash flow requirements for 12 months from the intended date of sign off, these include considerations of the impact of Covid-19 on the Company. The Directors consider that the company will have adequate working capital available to continue in operational existence for the foreseeable future. They believe the going concern basis of accounting is appropriate for these annual financial statements.

#### 2.3 Income

Income relates to the principal activity of issuing licenses for off air recording and educational use of copyright works and performances to educational establishments and represents fee revenue retained by the company to cover operating overheads. Therefore, revenue is recognised based on expenses and services that have occured in the year.

#### 2.4 Operating leases: the Company as lessee

Rentals paid under operating leases are charged to the Profit and Loss Account on a straight line basis over the lease term.

#### 2.5 Interest income

Interest income is recognised in the Profit and Loss Account using the effective interest method.

(A Company Limited by Guarantee)

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

#### 2. Accounting policies (continued)

#### 2.6 Pensions

#### Defined contribution pension plan

The Company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Company pays fixed contributions into a separate entity. Once the contributions have been paid the Company has no further payment obligations.

The contributions are recognised as an expense in the Profit and Loss Account when they fall due. Amounts not paid are shown in accruals as a liability in the Balance Sheet. The assets of the plan are held separately from the Company in independently administered funds.

#### 2.7 Current and deferred taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in the Profit and Loss Account, except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the Company operates and generates income.

#### 2.8 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

Depreciation is provided on the following basis:

Short-term leasehold property - Over the term of the lease Fixtures and fittings - 15% per annum on cost

Office equipment - 20%/33.33% per annum on cost

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the Profit and Loss Account.

#### 2.9 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

#### 2. Accounting policies (continued)

#### 2.10 Financial instruments

The Company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in ordinary shares.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However, if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or in case of an out-right short-term loan that is not at market rate, the financial asset or liability is measured, initially at the present value of future cash flows discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost, unless it qualifies as a loan from a director in the case of a small company, or a public benefit entity concessionary loan.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Profit and Loss Account.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

#### 3. Judgments in applying accounting policies and key sources of estimation uncertainty

In preparing the financial statements, management is required to make estimates and assumptions which affect reported income, expenses and liabilities. Use of available information and application of judgment are inherent in the formation of estimates, together with past experience and expectations of future events that are believed to be reasonable under the circumsdances. Actual results in the future could differ from such estimates.

The only significant judgement made by the directors is the treatment of the license fee as an agent arrangement. The directors treat the license fee as being collected as an agent on behalf of its members and income recognised in these financial statements is recognised to cover the administration costs of the company.

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

4.	Operating loss		
	The operating loss is stated after charging:		
		2020 £	2019 £
	Depreciation of tangible fixed assets	15,803	22,745
	Fees payable to the Company's auditor of the Company's annual financial statements Other operating lease rentals	9,350 16,367	9,000 17,034
5.	Employees		
	The average monthly number of employees during the year was as follows:		
		2020 No.	2019 No.
	Employees	6	6
6.	Directors' remuneration		
		2020 £	2019 £
	Aggregate remuneration	2,100	2,184
		2,100	2,184

The emoluments disclosed above represent the payment by the company of insurance to cover its Directors and Officers against liabilities in relation to their duties to the company.

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

#### 7. Tangible fixed assets

į	Leasehold property improvements £	Fixtures and fittings	Office equipment £	Total £
Cost or valuation				
At 1 April 2019	16,230	8,374	41,995	66,599
Additions	-	51	-	51
At 31 March 2020	16,230	8,425	41,995	66,650
Depreciation				
At 1 April 2019	2,489	2,514	30,321	35,324
Charge for the year on owned assets	3,733	1,256	10,814	15,803
At 31 March 2020	6,222	3,770	41,135	51,127
Net book value				
At 31 March 2020	10,008	4,655	860	15,523
At 31 March 2019	13,742	5,860	11,675	31,277

#### 8. Fixed asset investments

Investments in
subsidiary companies £
1
1

**Cost or valuation** 

At 1 April 2019

At 31 March 2020

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

#### 8. Fixed asset investments (continued)

#### Subsidiary undertaking

The following was a subsidiary undertaking of the Company:

Name	Registered office	Principal activity	shares	Holding
Educational Resource Agency Limited	England	Dormant	Ordinary	100%

The aggregate of the share capital and reserves as at 31 March 2020 and the profit or loss for the year ended on that date for the subsidiary undertaking was as follows:

> **Aggregate** of share capital and

Name

**Educational Resource Agency Limited** 

reserves

The Subsidiary has been dormant since incorporation. Its registered office is 5th Floor, Shackleton House, 4 Battle Bridge Lane, London, England, SE1 2HX.

Under the provision of section 398 of the Companies Act 2006 the company is exempt from preparing consolidated accounts and has not done so, therefore the accounts show information about the company as an individual entity.

#### 9. **Debtors**

	2020 £	2019 £
Trade debtors	1,599	1,256
Other debtors	610,267	580,885
Prepayments and accrued income	48,735	43,184
Deferred taxation	4,817	3,342
	665,418	628,667

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

10.	Cash and cash equivalents		
		2020 £	2019 £
	Cash at bank and in hand	1,755,370	1,635,562
		1,755,370	1,635,562
11.	Creditors: Amounts falling due within one year		
		2020 £	2019 £
	Trade creditors	14,901	19,991
	Amounts owed to group undertakings	1	1
	Amounts owed to members	2,362,203	2,220,517
	Corporation tax	3,160	2,024
	Other taxation and social security	9,320	7,020
	Accruals and deferred income	18,727	21,186
		2,408,312	2,270,739
12.	Deferred taxation		
			2020 £
	At beginning of year		3,342
	Charged to the profit or loss		1,475
	At end of year	-	4,817
		2020 £	2019 £
	Tax losses carried forward	4,817	3,342
		4,817	3,342
		4,01/	3.342

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

#### 13. Company status

The company is a private company limited by guarantee and consequently does not have share capital.

#### 14. Commitments under operating leases

At 31 March 2020 the Company had future minimum lease payments under non-cancellable operating leases as follows:

	2020 £	2019 £
Not later than 1 year	16,367	16,367
Later than 1 year and not later than 5 years	30,006	46,373
	46,373	62,740

#### 15. Related party transactions

No transactions with related parties were undertaken such as are required to be dicslosed under FRS 102.

#### 16. Members' liability

The members of the company are the subscribing members of the Association at any one time, and their liability, in the event of the winding-up of the Association, is limited to £1 per member.

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 towards the assets of the company in the event of a liquidation.

#### 17. Controlling party

In the opinion of the directors there is no controlling party.