

Pensions Audit Sub-Committee

10am, Friday, 20 September 2013

Lothian Pension Funds Annual Report 2013 Audited

| | |
|---------------|-----|
| Item number | 5.1 |
| Report number | |
| Wards | All |

Links

| | |
|--------------------------|----------------------|
| Coalition pledges | |
| Council outcomes | CO26 |
| Single Outcome Agreement | |

Alastair Maclean

Director of Corporate Governance

Contact: John Burns, Pensions & Accounting Manager

E-mail: john.burns@edinburgh.gov.uk | Tel: 0131 469 3711

Executive summary

Lothian Pension Funds Annual Report 2013 Audited

Summary

The purposes of this report are to note:

- The External Auditor's report on the audit of the Annual Report for the year ended 31 March 2013 for the Lothian Pension Fund, the Lothian Buses Pension Fund and the Scottish Homes Pension Fund;
- The Lothian Pension Funds Annual Report 2013 Audited.

External Auditor's Report

Under statutory accounting guidance issued by the Scottish Government, Administering Authorities are required to issue a separate Annual Report covering the Local Government Pension Scheme (LGPS) funds that they are responsible for. These Annual Reports are subject to a separate external audit. The external audit is required to comply with the International Auditing Standard (ISA) 260. As part of the standard, the External Auditor is required to communicate to those charged with governance his view of the following:

- Any significant qualitative aspects within the Funds' accounting practice;
- Any significant difficulties encountered during the audit;
- Any material weakness in the design, implementation or operating effectiveness of the system of internal control;
- Any significant matters arising from the audit discussed with management;
- Any representations that have been requested from management; and
- Any other matter that is significant.

The findings of the external audit are contained in the ISA 260 report (attached as Appendix 1). Audit Scotland, will present the report and answer any questions arising.

The Pensions Audit Sub-Committee considered this same ISA 260 report at its meeting on 20 September 2013.

The External Auditor will issue a further annual report in late 2013. That report will summarise all significant matters arising from the audit, together with overall conclusions as to the management of key risks. This will be considered by the Pensions Audit Sub-Committee and Pensions Committee at meetings on 16 and 18 December 2013 respectively.

Lothian Pension Funds Annual Report 2013 Audited

Pensions Committee approved the Lothian Pension Funds Annual Report 2013 Unaudited at its meeting on 24 June 2013, with the Council noting this same report at its meeting on 27 June 2013.

With the completion of the work of the External Auditor, the Lothian Pension Funds Annual Report 2013 Audited has been prepared (Appendix 2 to this report). The Independent Auditor's Report can be found on page 102. There are no qualifications to this report.

There have been no numerical adjustments made to the financial statements as a result of the external audit. Some minor presentational changes from the Annual Report 2013 Unaudited have been incorporated.

Recommendations

Committee is requested to note:

- The External Auditor's report on the audit of the Annual Report for the year ended 31 March 2013 for the Lothian Pension Fund, the Lothian Buses Pension Fund and the Scottish Homes Pension Fund
- The Lothian Pension Funds Annual Report 2013 Audited.

Measures of success

The prime objective of the Council, as administering authority of the Lothian Pension Fund, Lothian Buses Pension Fund and Scottish Homes Pension Fund, is to ensure an unqualified audit opinion of the Lothian Pension Funds Annual Report 2013. This has been achieved.

Financial impact

There are no direct financial implications as a result of this report.

Equalities impact

There are no adverse equalities impacts arising from this report.

Sustainability impact

There are no adverse sustainability impacts arising from this report.

Consultation and engagement

The Consultative Panel for the Lothian Pension Funds, comprising employer and member representatives, is integral to the governance of the Funds.

This report is also being considered by the Pensions Audit Sub-Committee at its meeting on 20 September 2013 and its recommendation(s) will be reported orally.

Background reading / external references

None

Links

Coalition pledges

Council outcomes CO26 – The Council engages with stakeholders and works in partnerships to improve services and deliver agreed objectives.

Single Outcome Agreement

Appendices ISA 260 Report
Lothian Pension Funds Annual Report 2013 Audited

Lothian Pension Funds

**Report to those charged
with governance on the
2012/13 audit**



Prepared for members of the Pensions Audit Sub-Committee
September 2013

Audit Scotland is a statutory body set up in April 2000 under the Public Finance and Accountability (Scotland) Act 2000. It provides services to the Auditor General for Scotland and the Accounts Commission. Together they ensure that the Scottish Government and public sector bodies in Scotland are held to account for the proper, efficient and effective use of public funds.

Contents

| | |
|--|----------|
| Introduction | 4 |
| Status of the Audit..... | 4 |
| Matters to be reported to those charged with governance | 4 |
| Accounting and internal control systems | 5 |
| Matters arising from the audit | 5 |
| Outstanding matters | 6 |
| Acknowledgements | 6 |
| Appendix A: Proposed Independent Auditor’s Report | 7 |
| Appendix B: ISA 580 - Letter of Representation | 9 |

Introduction

1. International Standard on Auditing (UK and Ireland) 260 (ISA 260) requires auditors to report specific matters arising from the audit of the financial statements to those charged with governance of a body in sufficient time to enable appropriate action.
2. This report sets out for consideration of the Pension Audit Sub-Committee and Pensions Committee the matters arising from the audit of the financial statements for 2012/13 that require to be reported under ISA 260. We are drawing to your attention those matters we think are worthy of note, so that you can consider them before the financial statements are approved and certified. An audit of the financial statements is not designed to identify all matters that may be relevant to those charged with governance. It is the auditor's responsibility to form and express an opinion on the financial statements prepared by management, however this does not relieve management of their responsibilities in this respect. This report has been prepared for the use of Lothian Pension Funds and no responsibility to any third party is accepted.

Status of the Audit

3. Our work on the financial statements is now substantially complete. The issues arising from the audit were included in a matters arising schedule discussed with Pensions and Accounting Manager and the Financial Controller on 8 August 2013.
4. We received the unaudited financial statements on 7 June 2013, in advance of the agreed timetable. The working papers were of a high standard and the staff provided good support to the audit team and we completed our on-site fieldwork on 22 August 2013.

Matters to be reported to those charged with governance

Conduct and scope of the audit

5. Information on the integrity and objectivity of the appointed auditor and audit staff, and the nature and scope of the audit, were outlined in the Annual Audit Plan presented to the Pensions Committee on 13 March 2013 and follow the requirements of the Code of Audit Practice prepared by Audit Scotland in May 2011.
6. As part of the requirement to provide full and fair disclosure of matters relating to our independence we can confirm that we have not undertaken non-audit related services. The 2012/13 agreed fee for the audit was disclosed in the Annual Audit Plan and as we did not require to carry out any additional work outwith our planned audit activity this fee remains unchanged.

Fraud

7. In our Annual Audit Plan we highlighted the responsibility audited bodies have for establishing arrangements to prevent and detect fraud and other irregularities. In presenting this report to

the Pensions Committee we seek confirmation from those charged with governance of any instances thereof that have arisen that should be brought to our attention. A specific confirmation from management in relation to fraud has been included in the draft letter of representation.

Audit opinion & representations

8. Subject to the satisfactory conclusion of any outstanding matters and receipt of a revised set of financial statements for final review, we anticipate being able to issue an unqualified auditor's report on 5 September (the proposed report is attached at [Appendix A](#)). There are no anticipated modifications to the audit report.
9. We are required to report to those charged with governance all unadjusted misstatements which we have identified during the course of our audit, other than those of a trivial nature which we regard as errors less than £1,000.
10. A number of presentational adjustments were identified within the financial statements during the course of our audit. These were discussed with senior finance officers who agreed to amend the unaudited financial statements. No monetary adjustments were identified
11. We therefore have no unadjusted misstatements to bring to your attention.
12. As part of the completion of our audit we seek written assurances from the Pensions and Accounting Manager, in his role as Section 95 Officer, on aspects of the financial statements and judgements and estimates made. A draft letter of representation under ISA580 is attached at [Appendix B](#). This should be signed and returned by the Pensions and Accounting Manager with the signed financial statements prior to the independent auditor's opinion being certified.

Accounting and internal control systems

13. No material weaknesses in the accounting and internal control systems were identified during the audit which could adversely affect the ability to record, process, summarise and report financial and other relevant data so as to result in a material misstatement in the financial statements.

Matters arising from the audit

14. **Investment Management Expenses:** Investment management expenses disclosed in the Pension Fund Account and supporting notes do not fully reflect the fees charged. Fees relating to private equity funds are accounted for within 'changes in market value of investments' and 'investment income'. However, the calculation of the fees is a complex area, particularly in regard to pooled investment funds, and it is not always possible to separately identify these fees. The CIPFA Code on Local Authority Accounting in the UK 2012/13 recommends that investment management expenses be shown as a separate item in the fund account and further analysed in a note. Consequently the current presentation does not fully

comply with the Code. This matter does not relate solely to Lothian Pension Funds but also applies to other pension funds in Scotland.

Resolution: The Investment and Pensions Service Manager will aim to improve the transparency of management fees in accordance with CIPFA's stated requirements by consulting with CIPFA, other Local Authority Pension Funds, the Fund's investment managers and custodian.

- 15. Employee Contributions-Lothian Pension Fund:** Officers compiled a reconciliation of the employee contributions received from the seven largest employers, comparing the expected amount per the pension administration system to the actual amounts received. The reconciliation indicated that contributions received were £117,993 more than anticipated with the largest overpayment being from Midlothian Council (£39,131). This equates to 0.34% of the contributions receivable by the fund for the seven employers. Officers have confirmed that these should represent valid contributions and the reconciliation differences arose very largely due to delays in the notification of the entry of new members to the scheme.
- 16. Change in Accounting Policy:** The results for the year ended 31 March 2012 have been restated to reflect a change in the accounting policy on income generated by unquoted private equity and infrastructure investments. Previously all distributions arising from these investments were treated as capital and included in the fund accounts as a 'change in market value of investments'. The new policy splits distributions into capital and income elements with the latter being classed as 'investment income' in the fund account. The new policy reflects the Fund's increasing investment in infrastructure which produces a significant part of its distributions as income. The effect of the change was to increase the prior year 'investment income' received by £6,547,000 and to reduce the prior year 'change in market value of investments' by the same amount. This restatement had no impact on the net assets of the fund brought forward from 2011/12.

Outstanding matters

- 17. ISA 580 - Letter of Representation:** The signed letter of representation is required prior to the auditor's certification of the financial statements.

Acknowledgements

- 18.** We would like to express our thanks to the staff of Lothian Pension Funds for their help and assistance during the audit of this year's financial statements which has enabled us to provide an audit report within the agreed timetable.

Appendix A: Proposed Independent Auditor's Report

Independent auditor's report to the members of City of Edinburgh Council as administering body for Lothian Pension Funds and the Accounts Commission for Scotland

I certify that I have audited the financial statements of Lothian Pension Funds for the year ended 31 March 2013 under Part VII of the Local Government (Scotland) Act 1973. The financial statements comprise the fund accounts, the net assets statements and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union, and as interpreted and adapted by the Code of Practice on Local Authority Accounting in the United Kingdom 2012/13 (the 2012/13 Code).

This report is made solely to the parties to whom it is addressed in accordance with Part VII of the Local Government (Scotland) Act 1973 and for no other purpose. In accordance with paragraph 125 of the Code of Audit Practice approved by the Accounts Commission for Scotland, I do not undertake to have responsibilities to members or officers, in their individual capacities, or to third parties.

Respective responsibilities of the Pensions and Accounting Manager and auditor

As explained more fully in the Statement of Responsibilities, the Pensions and Accounting Manager is responsible for the preparation of financial statements and for being satisfied that they give a true and fair view. My responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland) as required by the Code of Audit Practice approved by the Accounts Commission for Scotland. Those standards require me to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the funds' circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the Pensions and Accounting Manager; and the overall presentation of the financial statements. In addition, I read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements. If I become aware of any apparent material misstatements or inconsistencies I consider the implications for my report.

Opinion on financial statements

In my opinion the financial statements:

- give a true and fair view in accordance with applicable law and the 2012/13 Code of the financial transactions of the funds during the year ended 31 March 2013, and of the amount and disposition at that date of their assets and liabilities;
- have been properly prepared in accordance with IFRSs as adopted by the European Union, as interpreted and adapted by the 2012/13 Code; and
- have been prepared in accordance with the requirements of the Local Government (Scotland) Act 1973 and the Local Government in Scotland Act 2003.

Opinion on other prescribed matters

In my opinion the information given in the sections titled Review of the Year, About the Funds and Investment and Financial Performance for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which I am required to report by exception

I am required to report to you if, in my opinion:

- adequate accounting records have not been kept; or
- the financial statements are not in agreement with the accounting records; or
- I have not received all the information and explanations I require for my audit; or
- the Governance Compliance Statement does not comply with guidance from the Scottish Ministers.

I have nothing to report in respect of these matters.

David McConnell
Assistant Director of Audit
Audit Scotland
4th Floor, South Suite
The Athenaeum Building
8 Nelson Mandela Place
Glasgow, G2 1BT

September 2013

Appendix B: ISA 580 - Letter of Representation

David McConnell
Assistant Director of Audit
Audit Scotland
4th Floor, South Suite
The Athenaeum Building
8 Nelson Mandela Place
Glasgow, G2 1BT

Dear David

Lothian Pension Funds Annual Accounts 2012/13

This representation letter is provided in connection with your audit of the financial statements of the Lothian Pension Funds for the year ended 31 March 2013 for the purpose of expressing an opinion as to whether the financial statements give a true and fair view of the financial transactions of the funds during the year ended 31 March 2013, and of the amount and disposition at that date of their assets and liabilities.

I confirm to the best of my knowledge and belief, and having made appropriate enquiries of the relevant officers of the Funds, the following representations given to you in connection with your audit of the Lothian Pension Funds for the year ended 31 March 2013.

General

I acknowledge my responsibility and that of the Lothian Pension Funds for the financial statements. All the accounting records requested have been made available to you for the purposes of your audit. All material agreements and transactions undertaken by the funds have been properly reflected in the financial statements. All other records and information have been made available to you, including minutes of all management and other meetings.

The information given in the Annual Report to the financial statements, including Review of the Year, presents a balanced picture of the funds and is consistent with the financial statements.

I confirm that the effects of uncorrected misstatements are immaterial, individually and in aggregate, to the financial statements as a whole. I am not aware of any uncorrected misstatements other than those identified in the auditor's report to those charged with governance (ISA260).

Legality of Financial Transactions

The financial transactions of the funds are in accordance with the relevant legislation and regulations governing its activities.

Financial Reporting Framework

The financial statements have been prepared in accordance with the Code of Practice on Local Authority Accounting in the United Kingdom 2012/13 and in accordance with the requirements of Local Government (Scotland) Act 1973 including all relevant presentation and disclosure requirements.

Disclosure has been made in the financial statements of all matters necessary for them to show a true and fair view of the transactions and state of affairs of the funds for the year ended 31 March 2013.

Accounting Policies & Estimates

All material accounting policies adopted are as shown in the Statement of Accounting Policies included in the financial statements. The continuing appropriateness of these policies has been reviewed since the introduction of IAS 8 and on a regular basis thereafter, and takes account of the requirements set out in the Code of Practice on Local Authority Accounting in the United Kingdom 2012/13.

The significant assumptions used in making accounting estimates are reasonable and properly reflected in the financial statements. There are no changes in estimation techniques which should be disclosed due to their having a material impact on the accounting disclosures.

Actuarial Assumptions

The pension assumptions made by the actuary in the IAS19 report on the funds have been reviewed and I can confirm that they are consistent with management's own view.

Fraud

I have considered the risk that the financial statements may be materially misstated as a result of fraud. I have disclosed to the auditor any allegations of fraud or suspected fraud affecting the financial statements. There have been no irregularities involving management or employees who have a significant role in internal control or that could have a material effect on the financial statements.

Corporate Governance

I acknowledge, as the officer with responsibility for the proper administration of the Fund's financial affairs under section 95 of the Local Government (Scotland) Act 1973, my responsibility for the corporate governance arrangements and internal controls. I have reviewed the governance compliance statement and the disclosures I have made comply with the guidance from the Scottish Ministers. There have been no changes in the corporate governance arrangements or issues identified, since the 31 March 2013 which require disclosure.

Related Party Transactions

All transactions with related parties have been disclosed in the financial statements. I have made available to you all the relevant information concerning such transactions, and I am not aware of any other matters that require disclosure in order to comply with the requirements of IAS24, as interpreted by the Code of Practice on Local Authority Accounting in the United Kingdom 2012/13.

Investment Assets and Current Assets

On realisation in the ordinary course of the fund's business the investment and current assets in the net asset statement are expected, in my opinion, to produce at least the amounts at which they are stated. In particular, adequate provision has, in my opinion, been made against all amounts owing which are known or may be expected to be irrecoverable.

Investment Liabilities and Current Liabilities

All liabilities have been provided for in the books of account as at 31 March 2013.

Contractual commitments

All outstanding call payments due to unquoted limited partnership funds have been fully included in the accounts for the period to 31 March 2013.

Employer / Employee Contributions

A high level analysis is carried out at the year end comparing the total monthly contributions in the pension system with the amounts recorded in the financial ledger. In addition, monthly checks are performed on contributions received from employers during the year with any unexpected differences followed-up and investigated.

Events Subsequent to the Net Asset Statement

There have been no material events since the date of the net asset statement which necessitate revision of the figures in the financial statements or notes thereto including contingent assets and liabilities.

Since the date of the net asset statement no events or transactions have occurred which, though properly excluded from the financial statements, are of such importance that they should be brought to your notice.

Yours sincerely

John Burns
Pensions and Accounting Manager (s.95 officer for pensions)



AUDITED ANNUAL REPORT AND ACCOUNTS 2012/2013



LOTHIAN PENSION FUND LOTHIAN BUSES PENSION FUND SCOTTISH HOMES PENSION FUND



CONTENTS

| | |
|--|------------|
| Foreword | 2 |
| Review of the Year | 4 |
| About the Funds | 6 |
| Investment and Financial Performance | 9 |
| Performance and Service Plan | 12 |
| Statement of Accounting Policies and General Notes | 17 |
| Lothian Pension Fund | 25 |
| Lothian Buses Pension Fund | 57 |
| Scottish Homes Pension Fund | 80 |
| Statement of Responsibilities for the Statement of Accounts | 101 |
| Independent Auditor's Report | 102 |
| Annual Governance Statement | 104 |
| Governance Compliance Statement | 110 |
| Risk Management Statement | 111 |
| Additional Information | 112 |

FOREWORD



Welcome to the 2012/13 Annual Report and Accounts for Lothian Pension Fund, Lothian Buses Pension Fund and the Scottish Homes Pension Fund.

Following the May 2012 local elections, I was delighted to be appointed as the Convener to the Committee with responsibility for the pension funds.

It has been a busy year and we have made significant changes to the way the Funds are governed. We now have a dedicated Pensions Committee and a Pensions Audit Sub-Committee and, for the first time, other pension fund stakeholders are represented on the Committee.

We welcomed Allison Cosgrove (representing UNISON and members) and Darren May from Scottish Water (representing fund employers) to the Committee in December 2012. Both Allison and Darren have been members of the Fund's Consultative Panel for a number of years and bring a different perspective to the Committee.

We also appointed an independent professional observer, Sarah Smart, who will help the Committee scrutinise advice. We made these changes to further strengthen the decision-making processes for the pension funds.

Change within public sector pensions has been a topic of much discussion lately and the Public Service Pensions Act 2013 has set out a framework for all public service pensions, including the Local Government Pension Scheme.

The Act specifies that changes to the Local Government Pension Scheme in Scotland must be implemented by April 2015.

However, whilst details of the changes to the Scheme in England and Wales have been released, the future for the Scheme in Scotland is still under discussion. I look forward to hearing the views of stakeholders once details are announced.

Budgetary constraints across the public sector continued to impact on the membership of Lothian Pension Fund.

Contribution income for Lothian Pension Fund reduced by 2% over the year as many employers reduce workforce numbers.

Severe funding constraints in the public sector have also highlighted the need to improve efficiency and reduce costs. New ways of working such as joint procurement initiatives with other public sector pension funds are being progressed. I am pleased to see officers of the Lothian Pension Fund working closely with those of Falkirk Pension Fund.

Customer service continues to be a priority and we retained the Customer Service Excellence award following an independent assessment. I was also delighted that Lothian Buses Pension Fund received the Local Government Chronicle Investment award for Fund of the Year in the 'Under £750m' category for the second successive year.

The next few years will be challenging for those involved in the Scheme. We have concerns that the changes to the scheme, coupled with pressure on take-home pay, might mean that more members opt-out of the Fund.

We will focus our efforts on communicating the changes to the Scheme when they become available and ensuring that members understand and appreciate the value of the Scheme, which forms a significant part of their remuneration.

MAUREEN CHILD
Pensions Committee Convener
(Resigned 21 August 2013)
The City of Edinburgh Council
24 September 2013



REVIEW OF THE YEAR

Investment and Funding

We start our review of the year by looking at the investment markets. These have delivered strong returns over the year. Equity and bond markets rallied, particularly in the first quarter of 2013. The three pension funds all delivered strong returns; 13.9%, 16.4% and 13.0% for Lothian Pension Fund, Lothian Buses Pension Fund and Scottish Homes Pension Fund respectively.

However, a meaningful reduction in government bond yields has increased the value of liabilities by more than the increase in the value of assets. The Actuary has estimated that the funding levels of all three pension funds at 31 March 2013 are lower than those at the last actuarial valuation at 31 March 2011.

The investment strategies of the pension funds were reviewed over the year. The reviews concluded that there is scope to reduce their investment risk in the long-term but they should maintain exposure to investments which have an explicit, or implicit, link to inflation. The reviews also highlighted the importance of investment income over the next few years as the cashflow in the Funds is expected to reduce over time. The revised investment strategies are being implemented at a measured pace, as investment opportunities become available and as research on opportunities is undertaken. Some changes have been put in place during the 2012/13 financial year and work is ongoing. The investment and funding outlook for the pension funds remain exceptionally challenging as economies struggle to show meaningful growth and government bond yields remain stubbornly low.

Customer Service

We are committed to continually improving the service to our customers.

We communicated regularly with employers in the Fund via newsletters, events and meetings over the year. Our customers continued to rate our service highly, with 86% of customers surveyed agreeing that our service was excellent.

This year we provided benefit statements for active and deferred members on-line for the first time, whilst offering the option to receive paper copies. We made 97% of annual benefits forecasts available by 30 September 2012 and over 9,000 of our members are using the on-line system.

Ensuring timely and accurate data from employers is crucial for delivering a quality pensions service to members. To help us achieve this we have introduced a specialist on-line system that allows employers to upload data securely to our pension administration system. This advancement should help to ensure membership data is updated more frequently and the service to members is improved. It should also deliver efficiencies for both the Fund and employers.

A number of the employers in the Lothian Pension Fund faced organisational changes during the year. These included the merger of Telford, Stevenson and Jewel and Esk Colleges, the transfer of Oatridge College to the Scottish Agricultural College, plans to dissolve the Forth Estuary Transport Association, as well as a number of admitted bodies investigating options to exit the Fund. We have worked with employers during these changes to ensure commitments to the Fund are honoured.

The Pensions Act 2011 introduced a requirement for employers to automatically enrol employees into a qualifying pension scheme. We have updated our procedures accordingly and have provided support to employers as they made the necessary preparations.



REVIEW OF THE YEAR

The Local Government Pension Scheme regulations in Scotland have been changed as a result and employees with contracts of less than three months were allowed to join.

As a result, the number of members in the Lothian Pension Fund has increased over the year by 441. This is particularly notable given the fall in membership numbers over the previous year.

Risk management

The Fund is committed to a strong control environment to ensure that risks are identified, understood, managed and monitored appropriately. The risks faced by the Fund change over time and the ongoing management of risk is crucial.

In this regard, progress was made towards integrating the pensioner payroll system with the pension administration system. The change will reduce risk, increase efficiency and reduce reliance on manual reconciliations.

We also recruited a specialist investment lawyer to the internal team. As well as providing legal assistance for the pension funds, he will play a key role in enhancing risk management.

Local Government Pension Scheme Reform

The Public Service Pensions Act 2013 will bring significant changes and challenges for the Fund in terms of both scheme benefits and governance. There will be significant communication demands on the Fund and delivery risks in meeting service standard expectations, should a new scheme bring additional administrative complexity. Changes in the governance of public service pension schemes will also lead to greater scrutiny of the Fund's service.

By embedding the Fund's new governance arrangements and striving to continually improve our performance, the Fund will be in a strong position to meet these challenges.

ALASTAIR MACLEAN
Director of Corporate Governance
24 September 2013

CLARE SCOTT
Investment and Pensions Service Manager
24 September 2013



ABOUT THE FUNDS

How the Funds are run

This section describes the way the Funds work and includes the membership of the Pension Committee and their training.

The City of Edinburgh Council acts as administering authority for the Local Government Pension Scheme in the Lothian area.

Pension matters are delegated by the Council to a Committee whose members act as 'quasi trustees'.

Pensions and Trusts Committee/Pensions Committee

The Pensions and Trusts Committee held meetings in June and September 2012 before being replaced by the Pensions Committee. A new Committee was appointed following the Local Government Elections in May 2012.

The new Pensions Committee formed in September 2012 held two meetings in December 2012 and March 2013 and two stakeholder members were appointed from the membership of the Funds' Consultative Panel.

The following tables shows the membership and its changes throughout the period. Pensions Audit Sub-Committee was also formed as part of the governance review. Councillor Cameron Rose is the Convener of the Sub-Committee and the membership is denoted by an asterisk in the Pensions Committee column.

| Pensions and Trusts Committee | | Pensions Committee |
|---|---|--|
| Membership from 1 April to Local Government elections | Membership following Local Government elections to September 2012 | Membership from September 2012 to 31 March 2013 |
| Councillor Tim Mackay (Convener) | Councillor Maureen Child (Convener) | Councillor Maureen Child (Convener - resigned 21 August 2013) |
| Councillor Maureen Child | Councillor Bill Cook | Councillor Bill Cook* |
| Councillor Nick Elliot-Cannon | Councillor Jim Orr | Councillor Jim Orr* |
| Councillor Maggie Chapman | Councillor Cameron Rose | Councillor Cameron Rose* |
| Councillor Cameron Rose | Councillor Alasdair Rankin | Councillor Alasdair Rankin (Convener - appointed 22 August 2013) |
| | | Allison Cosgrove, Unison |
| | | Darren May, Scottish Water |

ABOUT THE FUNDS

Consultative Panel

The Funds have a Consultative Panel made up of employer and member representatives to act as a sounding board for the Pensions Committee. The Panel make up and membership was also reviewed over the year. The new Panel is now made up of six employer representatives and six member representatives. The membership is shown below.

| Lothian Pension Fund Consultative Panel membership | | | |
|--|-------------------------------|--------------------|-------------------|
| | Employer | Representing | |
| Employer representatives | | | |
| Alan Williamson | Edinburgh College | College/university | |
| Darren May | Scottish Water | Other employers | |
| Vacancy | Scottish Government | Scottish Homes | |
| Eric Adair | EDI | Other employers | |
| Guy Hughes | Lothian Buses | Lothian Buses | Joined 01/11/12 |
| Norman Strachan | Lothian Buses | Lothian Buses | Resigned 31/10/12 |
| Rebecca Wilson | Barony Housing Association | Admitted bodies | Resigned 31/10/12 |
| Member representatives | | | |
| Charlie Boyd | The City of Edinburgh Council | Active Member | |
| Allison Cosgrove | East Lothian Council | Unison | |
| Eric MacLennan | The City of Edinburgh Council | Unison | |
| Owen Murdoch | Retired member | Unison | |
| John Rodgers | Lothian Buses | Unite | Joined 01/11/12 |
| Archie Arnott | Lothian Buses | Unite | Resigned 31/10/12 |
| Andrew Mitchell | Lothian Buses | Unite | Resigned 31/10/12 |
| Colette Cromar | visitScotland | Active Member | Resigned 31/10/12 |

Pensions Committee and Consultative Panel training

The Committee and Panel members must attend training events as outlined in the Fund's Trustee training policy. The policy includes a framework, based on the CIPFA Knowledge and Skills Framework, to assess knowledge and identify training to ensure effective decision making. The Framework covers key areas including pension legislation, investment, accounting and auditing standards and actuarial practices.

The five Councillor Committee members were appointed in May 2012 following the Local Government election and the members undertook extensive induction and investment training covering key elements of pension legislation and investments. Members of the Committee and Panel have also attended external events including a Scotland-wide seminar held for new elected members on pensions committees.

The Committee members collectively attended 163.5 hours of in-house and external training over the year. Panel members undertook 43 training hours.

ABOUT THE FUNDS

Investment and Pensions Division

The Investment and Pensions Division sits within the City of Edinburgh Council and carries out the day-to-day running of the pension funds. Its functions include investment, pension administration, communications and accounting. The investment responsibilities include monitoring and selecting external investment managers and carrying out in-house investment management.

The senior officers are:

Alastair Maclean, Director of Corporate Governance
Clare Scott, Investment and Pensions Service Manager
Struan Fairbairn, Legal, Risk and Development Manager
John Burns, Pensions and Accounting Manager
Bruce Miller, Investment Manager
Esmond Hamilton, Financial Controller

Investment Strategy Panel

The Pensions Committee sets the overall investment strategy with the implementation of that strategy, including investment monitoring, delegated to the Director of Corporate Governance who takes advice from the Investment Strategy Panel. The Investment Strategy Panel meets quarterly and comprises the Director of Corporate Governance, Investment and Pensions Service Manager, Pensions and Accounting Manager, Investment Manager and three independent advisers. The independent advisers are Gordon Bagot, Scott Jamieson and KPMG, represented by David O'Hara.



Investments

This section shows key statistics of the financial year, considers the investment markets and the review of investment strategies of the three Funds and shareholder activity.

Investment markets

Investment values fluctuated significantly over the year to 31 March 2013. European equities, for example, suffered a loss of more than 15% in the early part of the year before ending up 13% in sterling terms for the year. Global equities rose even more, up 17% in sterling terms. Gilts and bonds also provided attractive low double digit positive returns. In comparison, the return of less than 5% from emerging market equities was a little disappointing while UK property returned a very low 2.5% over the year.

A crucial moment for financial markets, particularly European equities, stressed by the threat of the break-up of the euro, was a speech

In July 2012, Mario Draghi stated *"Within our mandate, the European Central Bank is ready to do whatever it takes to preserve the euro. And believe me, it will be enough"*.

by Mario Draghi, Central Bank (ECB) President. Investors did believe him and financial markets have barely looked back in the expectation that central bank monetary policy would support asset prices. Regulatory developments, which encourage banks to own sovereign debt, have also been supportive of world bond markets.

It would be surprising if investment markets are as buoyant in 2013/14.

In the face of a weakening global economic environment, austerity policies appear to be out of favour, so it is quite possible that more expansionary policies will be introduced over the coming year.

There are pockets of potential strength around the world including Japan fighting deflation by doubling its monetary base and, in US where bank lending is once again growing. However, Europe's banking sector continues to contract. Despite the recent performance of the equity and bond markets, the low real interest rates evident around the world are likely to translate into low real returns over the next few years.

Investment strategies

We reviewed the investment strategies of all three Funds following the 2011 Actuarial Valuation. The reviews concluded there was scope to reduce the investment risk over the next few years and increase the focus on investment income to reduce returns volatility over the coming years.

In the testing environment described above, the following investment themes should help to reduce risk and protect the assets:

- equities are more attractively priced than "safe" government bonds over the long term. High quality, sustainable businesses with strong cash generation should be able to continue to prosper in the challenging environment envisaged.
- financial institutions may be forced to discard sound assets at attractive prices as they rebuild balance sheets in deleveraging economies. Such opportunities could allow the Funds to enhance investment returns.
- the Funds should reduce their reliance on benchmarks based on market capitalisation, which are sub-optimal, and ensure that the objectives and risk tolerances of individual portfolios within the Fund are as closely aligned with the overall objectives of the Fund as possible.
- Capital preservation and growth is more important than following an index.

INVESTMENT AND FINANCIAL PERFORMANCE

The Funds' Statement of Investment Principles describes the decision-making process and types of investment, as well as the balance between risk and expected return.

It also covers the realisation of investments, responsible investment and ownership along with the exercising of voting rights attached to investments. It can be viewed on our website www.lpf.org.uk/publications

Responsible investment

The Funds strive to be active shareholders to enhance the long-term value of our investments, including engagement on environmental, social and governance issues, in a manner which is consistent with fiduciary duties.

Councillor Cameron Rose, a member of the Pensions Committee, is Vice Chair of the Local Authority Pension Fund Forum (LAPFF) which promotes local authority investment pension fund interests and seeks to maximise their influence as shareholders.

We are a signatory to the United Nations Principles for Responsible Investment and publish how we meet the Financial Reporting Council UK Stewardship Code requirements which promotes public disclosure of stewardship activities. We undertake voting and engagement activities through Hermes Equity Ownership Service for the investments of Lothian Pension Fund. Baillie Gifford, UBS and State Street take direct responsibility for stewardship issues in the funds they manage on our behalf.

Over the year, we voted on over 10,700 resolutions at more than 900 company meetings and opposed over 1000 resolutions. We engaged with over 250 companies across the world on topics such as board structure, executive compensation and climate change. We also participate in class action lawsuits and are acting as co-lead plaintiff in a number of court actions.



Investment and financial performance

Financial performance

This section shows the expenditure of the Investment and Pensions Division and its funding strategy.

Funding Strategy Statement

The Funding Strategy Statement sets out how the Fund balances the potentially conflicting aims of affordability and stability of employers' pension contributions whilst taking a prudent long-term view of funding those liabilities. The Funding Strategy Statement was revised at the 2011 Actuarial Valuation and can be viewed on our website www.lpf.org.uk/publications

Administrative Expenses

A summary of the Division's administrative expenditure for 2012/13, against the budget approved by Committee, is shown in the table below.

The budget focuses on controllable expenditures and therefore excludes all benefit payments and transfers of pensions from the Fund. Similarly, income is shown exclusive of contributions receivable and pension transfers to the Fund.

The key variances against budget are:-

- Employees - £ 71k underspend. This is mainly due to unfilled posts across the division partly offset by temporary agency costs and early retirement costs;
- Third Party Payments (£ 100k overspend) and Supplies and Services (£ 132k underspend) – These are due to the take up of the accounting service from the Fund's custodian offset by savings from the termination of associated ICT contracts;
- Investment management fees – £ 1,302k underspend. This is primarily due to changes in the fund management arrangements including the termination of active currency overlay contracts.
- Income - £151k less - this is due to stock lending commission being lower than expected.

Administrative expenses

| | Approved budget | Actual outturn | Actual variance |
|--------------------------------|-----------------|----------------|-----------------|
| | £000 | £000 | £000 |
| Employees | 1,914 | 1,843 | (71) |
| Transport | 27 | 22 | (5) |
| Supplies and services | 864 | 732 | (132) |
| Investment Managers fees | 10,284 | 8,982 | (1,302) |
| Other third party payments | 349 | 449 | 100 |
| Depreciation | 44 | 44 | - |
| Direct expenditure | 13,482 | 12,072 | (1,410) |
| Support costs | 702 | 656 | (46) |
| Income | (884) | (733) | 151 |
| Total cost to the Funds | 13,300 | 11,995 | (1,305) |

PERFORMANCE AND SERVICE PLAN

Our service plan and performance

Our vision and objectives are set out in our service plan. The plan provides details of key actions, key performance indicators and targets and how we aim to meet them.












The Fund has three objectives

- To provide excellent customer care
- To support and develop staff
- To continue to be a top performing fund

This section shows how we meet our key performance indicators to deliver our service plan objectives.

We aim to work together to put the customer first. This means making our services simple, right first time, effective and efficient.

Our key performance indicators are below with more detailed analysis thereafter.

| | Target | Actual |
|---|--------------------------------------|----------|
| To provide excellent customer care | | |
|  Overall satisfaction of employers, active members and pensioners with our overall services as measured by annual surveys. | 85% | 86% |
|  Satisfaction of employers, active members and pensioners with our communications as measured by annual surveys. | 85% | 89% |
|  Proportion of active members receiving a benefit statement by 30/9/12 | 95% | 97% |
|  Maintain Customer Service Excellence Standard | Retain | Retained |
| To support and develop staff | | |
|  Level of sickness absence | 4% | 3.87% |
|  Staff satisfaction with present job | 60% | 53% |
|  Annual training average per staff member | 2 days | 3.8 days |
| To continue to be a top performing fund | | |
|  % of critical pensions administration work completed within standards | 90% | 94% |
|  Lothian Pension Fund - Three year annualised investment return compared with benchmark | relative return in range 1.0 to +2.0 | 0.0% |
|  Pension admin cost per member | £24.10 | £23.86 |
|  Employer contributions paid within 19 days of month end | 97% | 97.5% |

In 2012/13 all key performance indicator targets were met with the exception of staff satisfaction with present job and investment performance.

Further information on investment can be found in the Investment and Financial Performance and Fund sections.

PERFORMANCE AND SERVICE PLAN

To provide excellent customer care

Customer Service Excellence



To ensure we provide excellent customer care, the Funds use the Customer Service Excellence (CSE) framework. This provides clear guidelines on how to ensure continuous improvement in our customer services and an external assessment that requires the Funds to demonstrate on an annual basis how we have improved and developed.

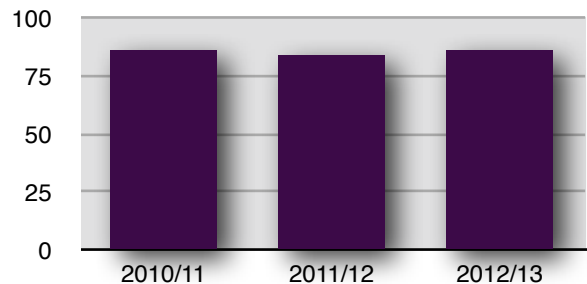
This year the Funds again successfully retained the CSE award. The external assessor endorsed our approach to consulting with all our customers and using feedback to improve. The assessment also recognised that we need to improve our partnership working with our employers to deliver services our members expect.

Surveys

We ask for our customers' views on our services in a variety of ways. We use the feedback to improve our services. We survey a sample of active and new members on an ongoing basis and carry out annual surveys of both retired members and employers.

We include an overall question on satisfaction in all our surveys and over the year, 86% agreed with the statement "overall I feel the service provided by the Funds is excellent".

Overall satisfaction with services



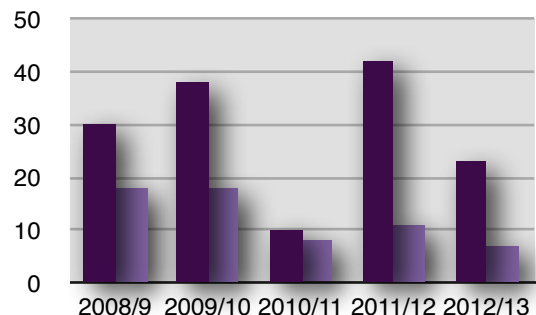
Complaints

We monitor the complaints we receive on a monthly basis. We respond promptly to any complaints, investigate them and learn from them to improve the service.

We categorise our complaints in two ways:

- Complaints about our service
- Complaints about the way we apply the regulations. Under the LGPS members can use a 2 stage dispute process to settle any disagreement or complaint that they may have about decisions made under the scheme rules. We have an independent appointed person to deal with these complaints in an unbiased way. If a member remains unhappy with the appointed person's decision they can ask the Scottish ministers to review the decision.

Complaints



■ complaints about our service
■ Internal Disputes Resolution Procedure complaints

The graph shows the number of complaints in each category these represent a very low percentage of the over 28,000 procedures we carried out in 2012/13.

PERFORMANCE AND SERVICE PLAN

Support and develop staff

Our three key performance indicators for our staff are sickness absence, overall satisfaction with present job and annual training average per staff member. Two out of three of these indicators have been met.

One of the ways we gauge how our staff feel is by surveying them on a regular basis. This is also how we measure staff satisfaction. In 2012 overall satisfaction with present job increased by 8% to 53% but was below the target of 60%. The management team has used the feedback from the survey and focussed improvements in particular on two key issues, communication and staff development.

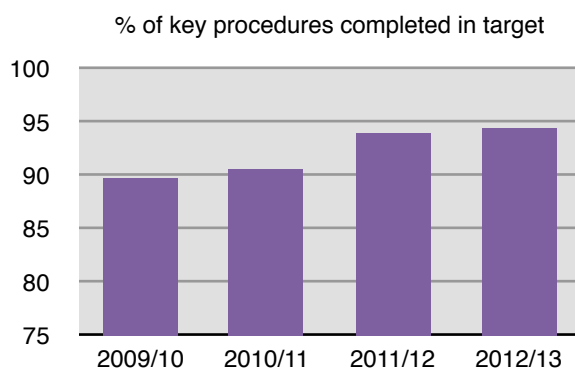
A staff forum gives staff the opportunity to feedback to senior managers, monthly briefings have been introduced via e-mail and face to face to keep staff informed of changes and a review of responsibilities within the division undertaken. Much work is still to be done but it is hoped that this indicator will continue to improve.

To continue to be a top performing Fund

Pensions Administration

Our dedicated in-house team provides pension administration services for the Funds. We monitor the time it takes to complete our procedures. Our key procedures include payment of retirement and dependent benefits, providing information for new members, transfers and retirement quotes.

Performance for these key procedures over the year 2012/13 showed 94.4% of the work completed was within our target, an improvement of 0.5% on the previous year.



Data quality

The administration of pensions relies on good data. Along with the new employer website introduced to assist with the transfer of data, we have adopted other initiatives to improve member information. These include participation in specialist longevity and data analyses through “Club Vita” a service provided by our Funds’ Actuary.

Pension record keeping standards are also measured against the Pension Regulator’s best practice guidance and appropriate assurance attained.

| The Pensions Regulator data standards | Target | Actual |
|--|--------|--------|
| Common data | | |
| New data (post June 2010) | 100% | 100% |
| Old data (pre June 2010) | 95% | 96% |
| Conditional and Numerical Data | | |
| LPF-scheme specific measurement including date of joining; pensionable remuneration; date of leaving; reasons for leaving etc. | 98% | 98% |

PERFORMANCE AND SERVICE PLAN

The Pensions Administration Strategy

The Fund's Pensions Administration Strategy highlights the duties of, and sets performance standards for, both the Fund and all our participating employers.

It is vital that employers provide prompt information to the Fund so that we can provide timely and accurate services to our Scheme members. We monitor employer performance regularly, and provide updates to the employers each year, both individually and on a Fund-wide basis at employer events. During the 2012/13 year, we also met with our largest employers to discuss performance and worked with them to improve, providing training and holding follow-up meetings to assess improvements where appropriate.

Employer performance for 2012/13 is shown below, with 2011/12 shown for comparison purposes.

| Employer performance Case type | Target (working days) | 2011/12 | | | 2012/13 | | |
|------------------------------------|--------------------------|-----------------|----------------------|-----------------|-----------------|----------------------|-----------------|
| | | Number received | Number within target | % within target | Number received | Number within target | % within target |
| New member: paper forms | 20 | 111 | 71 | 64 | 31 | 23 | 74 |
| New member electronic | 20 | 1779 | 1597 | 90 | 2693 | 2386 | 89 |
| Leaver information | 20 | 1049 | 724 | 69 | 592 | 380 | 64 |
| Retirement information | 20 | 917 | 358 | 39 | 803 | 314 | 39 |
| Death in service information | 10 | 39 | 12 | 30 | 37 | 7 | 19 |





STATEMENT OF ACCOUNTING POLICIES AND GENERAL NOTES

Statement of accounting policies and general notes

1 Basis of preparation

The Statement of Accounts summarises the transactions of the Funds for the 2012/13 financial year and their position at year-end as at 31 March 2013. The accounts have been prepared in accordance with the Code of Practice on Local Authority Accounting in the United Kingdom 2012/13 which is based upon International Financial Reporting Standards (IFRS), as amended for the UK public sector.

The accounts summarise the transactions of the Funds and report on the net assets available to pay pension benefits. The accounts do not take account of obligations to pay pensions and benefits which fall due after the end of the financial year. The actuarial present values of promised retirement benefits, valued on an International Accounting Standard (IAS) 19 basis, are disclosed in the Notes to the Accounts.

2 Summary of significant accounting policies

Fund account - revenue recognition

a) Contribution income

Normal contributions, both from the members and from employers, are accounted for on an accruals basis at the rate recommended by the Scheme Actuary in the payroll period to which they relate.

Employers' pensions strain contributions are accounted for in the period in which the liability arises. Any amount due in year but unpaid will be classed as a current financial asset. Amounts not due until future years are classed as long-term financial assets.

b) Transfers to and from other schemes

Transfer values represent the amounts received and paid during the year for members who have either joined or left the fund during the financial year and are calculated in accordance with the Local Government Pension Scheme Regulations.

Individual transfers in/out are accounted for when received/paid, which is normally when the member liability is accepted or discharged.

Transfers in from members wishing to use the proceeds of their additional voluntary contributions to purchase scheme benefits are accounted for on a receipts basis and are included in Transfers In.

Bulk (group) transfers are accounted for on an accruals basis in accordance with the terms of the transfer agreement.

c) Investment income

i) Interest income

Interest income is recognised in the fund account as it accrues, using the effective interest rate of the financial instrument as at the date of acquisition or origination. Income includes the amortisation of any discount or premium, transaction costs or other differences between the initial carrying amount of the instrument and its amount at maturity calculated on an effective interest rate basis.

STATEMENT OF ACCOUNTING POLICIES AND GENERAL NOTES

ii) Dividend income

Dividend income is recognised on the date the shares are quoted ex-dividend. Any amount not received by the end of the reporting period is disclosed in the net assets statement as a current financial asset.

iii) Distributions from pooled funds

Distributions from pooled funds are recognised at the date of issue. Any amount not received by the end of the reporting period is disclosed in the net assets statement as a current financial asset.

iv) Income from unquoted private equity and infrastructure investments

The results for the year ended 31 March 2012 have been restated to reflect a change in the accounting policy on income generated by unquoted private equity and infrastructure investments. The previous policy was to treat all distributions arising from these investments as capital with the results being reported as a change in market value of investments. The new policy splits distributions into capital and income elements with the latter being included under investment income in the Fund Account. The new policy reflects the Fund's increasing investment in infrastructure which produces a significant part of its return as income. See note 24 of the Notes to the Accounts of Lothian Pension Fund.

v) Property related income

Property-related income consists primarily of rental income. Rental income from operating leases on properties owned by the fund is recognised on a straight-line basis over the term of the lease. Any lease incentives granted are recognised as an integral part of the total rental income, over the term of the lease.

Contingent rents based on the future amount of a factor that changes other than with the passage of time, such as turnover rents, are only recognised when contractually due.

vi) Movement in the net market value of investments

Changes in the net market value of investments (including investment properties) are recognised as income and comprise all realised and unrealised profits/losses during the year.

Fund account - expense items

d) Benefits payable

Pensions and lump sum benefits payable include all amounts known to be due as at the end of the financial year. Any amounts due but unpaid are disclosed in the net assets statement as current liabilities.

e) Taxation

The fund is a registered public service scheme under section 1(1) of Schedule 36 of the Finance Act 2004 and as such is exempt from UK income tax on interest received and from capital gains tax on the proceeds of investments sold. Income from overseas investments suffers withholding tax in the country of origin, unless exemption is permitted. Irrecoverable tax is accounted for as a fund expense as it arises.

STATEMENT OF ACCOUNTING POLICIES AND GENERAL NOTES

f) Administrative expenses

All administrative expenses are accounted for on an accruals basis. The Investment and Pensions Division of the Council is responsible for administering the three Pension Funds. The Division receives an allocation of the overheads of the Council, this is based on the amount of central services consumed. In turn, the Division allocates its costs to the three Pension Funds.

Costs directly attributable to a specific Fund are charged to the relevant Fund. Investment management costs that are common to all three Funds are allocated in proportion to the value of the Funds as at the end of the year. Pension payroll costs are allocated in proportion to the number pensioners in each of the Funds at the end of the year. Other administration costs are allocated in proportion to the number of members in each of the Funds at the end of the year.

g) Investment management expenses

All investment management expenses are accounted for on an accruals basis.

Fees of the external investment managers and custodian are agreed in the respective mandates governing their appointments. Broadly, these are based on the market value of the investments under their management and therefore increase or reduce as the value of these investments change. For some investment managers, an element of their fee is performance related.

The cost of obtaining investment advice from external consultants is included in investment management charges.

The costs of the in-house fund management team are charged to the Funds. The basis of allocation is as described above.

For certain investments in accordance with industry practice and investment agreements, some management expenses are netted off investment returns at source by managers and are not separately disclosed.

Net assets statement

h) Financial assets

Financial assets are included in the net assets statement on a fair value basis as at the reporting date. A financial asset is recognised in the net assets statement on the date the fund becomes party to the contractual acquisition of the asset. From this date any gains or losses arising from changes in the fair value of asset are recognised by the fund.

The values of investments as shown in the net assets statement have been determined as follows:

i) Market quoted investments

The value of an investment for which there is a readily available market price is determined by the bid market price ruling on the final day of the accounting period.

ii) Fixed interest securities

Fixed interest securities are recorded at net market value based on their current yields.

STATEMENT OF ACCOUNTING POLICIES AND GENERAL NOTES

iii) Unquoted investments

The fair value of investments for which market quotations are not readily available is determined as follows:

- valuations of delisted securities are based on the last sale price prior to delisting, or where subject to liquidation, the amount the council expects to receive on wind-up, less estimated realisation costs.
- securities subject to takeover offer – the value of the consideration offered under the offer, less estimated realisation costs.
- directly held investments include investments in limited partnerships, shares in unlisted companies, trusts and bonds. Other unquoted securities typically include pooled investments in property, infrastructure, debt securities and private equity. The valuation of these pools or directly held securities is undertaken by the investment manager or responsible entity and advised as a unit or security price. The valuation standards followed in these valuations adhere to industry guidelines or to standards set by the constituent documents of the pool or the management agreement.
- investments in unquoted property and infrastructure pooled funds are valued at the net asset value or a single price advised by the fund manager.
- the values of the direct investments in unquoted private equity, infrastructure, timber and real estate are based on valuations provided by the general partners to the funds in which the Fund has invested. These valuations are prepared in accordance with the International Private Equity and Venture Capital Valuation Guidelines or similar guidelines provided by the British Venture Capital Association, which follow the valuation principles of IFRS. The valuations are usually undertaken annually at the end of December. Cash flow adjustments are used to roll forward the valuations to 31 March as appropriate.

iv) Pooled investment vehicles

Pooled investment vehicles are valued at closing bid price if both bid and offer prices are published; or if single priced, at the closing single price. In the case of pooled investment vehicles that are accumulation funds, change in market value also includes income which is reinvested in the fund, net of applicable withholding tax.

v) Freehold and leasehold properties

The properties were valued at open market value at 31 March 2012 by John Symes-Thompson FRICS and Genine Terry MRICS of independent external valuers CB Richard Ellis Ltd in accordance with the Royal Institute of Chartered Surveyors' - Professional Standards (2012) ("the Red Book"). The valuer's opinion of market value and existing use value was primarily derived using comparable recent market transactions on arm's-length terms.

i) Foreign currency transactions and balances

Dividends, interest and purchases and sales of investments in foreign currencies have been accounted for at the spot market rates at the date of transaction. End-of-year spot market exchange rates are used to value cash balances held in foreign currency bank accounts, market values of overseas investments and purchases and sales outstanding at the end of the reporting period.

STATEMENT OF ACCOUNTING POLICIES AND GENERAL NOTES

j) Derivatives

Derivative contract assets are fair valued at bid prices and liabilities are fair valued at offer prices. Changes in the fair value of derivative contracts are included in change in market value.

The value of futures contracts is determined using exchange prices at the reporting date. Amounts due from or owed to the broker are the amounts outstanding in respect of the initial margin and variation margin.

The future value of forward currency contracts is based on market forward exchange rates at the year-end date and determined as the gain or loss that would arise if the outstanding contract were matched at the year-end with an equal and opposite contract.

k) Cash and cash equivalents

Cash comprises cash in hand and demand deposits.

Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash and that are subject to minimal risk of changes in value.

l) Financial liabilities

The Funds recognise financial liabilities at fair value as at the reporting date. A financial liability is recognised in the net assets statement on the date the fund becomes party to the liability. From this date any gains or losses arising from changes in the fair value of the liability are recognised.

m) Actuarial present value of promised retirement benefits

The actuarial present value of promised retirement benefits of each of the Funds is assessed on an annual basis by the Scheme Actuary in accordance with the requirements of IAS 19 and relevant actuarial standards.

As permitted under IAS 26, the Funds have opted to disclose the actuarial present value of promised retirement benefits by way of a note to the net assets statements.

n) Additional voluntary contributions

The Lothian Pension Fund and Lothian Buses Pension Fund provide an additional voluntary contributions (AVC) scheme for their members, the assets of which are invested separately from those of the Funds. The Funds have appointed Standard life and Prudential as their AVC providers. AVCs are paid to the AVC providers by employers and are specifically for providing additional benefits for individual contributors. Each AVC contributor receives an annual statement showing the amount held in their account and the movements in the year.

In accordance with regulation 5(2)(b) of the Local Government Pension Scheme (Management and Investment of Funds) (Scotland) Regulations 1998, AVCs are not included in the pension fund financial statements. Details of contributions paid and the total value of funds invested are disclosed by way of note.

3 Critical judgements in applying accounting policies

Unquoted private equity and infrastructure investments

It is important to recognise the highly subjective nature of determining the fair value of private equity and infrastructure investments. They are inherently based on forward-looking estimates and judgements involving many factors. These valuations are prepared in accordance with the International Private Equity and Venture Capital Valuation Guidelines or similar guidelines provided by the British Venture Capital Association, which follow the valuation principles of IFRS.

STATEMENT OF ACCOUNTING POLICIES AND GENERAL NOTES

For the Lothian Pension Fund, the value of unquoted private equity and infrastructure investments at 31 March 2013 was £508.5m (2012 £440.1m).

For the Lothian Buses Pension Fund, the value of unquoted private equity and infrastructure investments at 31 March 2013 was £12.2m (2012 £7.5m).

Actuarial present value of promised retirement benefits

Each Fund is required to disclose the estimated actuarial present value of promised retirement benefits as at the end of the financial year. These estimates are prepared by the Fund's Actuary. These values are calculated in line with International Accounting Standard 19 (IAS19) assumptions and comply with the requirements of IAS26. However, the results are subject to significant variances based on changes to the underlying assumptions.

The figures are only prepared for the purposes of IAS26 and has no validity in other circumstances. In particular, it is not relevant for calculations undertaken for funding purposes and setting contributions payable to the Fund.

4 Assumptions made about the future and other major sources of estimation uncertainty

The Statement of Accounts contain estimated figures that are based on assumptions made by the Council; private equity and infrastructure managers; other providers of valuation information; and the Scheme Actuary about the future or that are otherwise uncertain. Estimates are made taking into account historical experience, current trends and other relevant factors. However, because balances cannot be determined with certainty, actual results could be materially different from the assumptions and estimates.

The items in the net assets statement at 31 March 2013 for which there is a significant risk of material adjustment in the forthcoming financial year are as follows:

a) Actuarial present value of promised retirement benefits

Uncertainties

Estimation of the net liability to pay pensions depends on a number of complex judgements relating to the discount rate used, the rate at which salaries are projected to increase, changes in retirement ages, mortality rates and expected returns on pension fund assets. The Fund Actuary advises on the assumptions to be applied and prepares the estimates.

Effect if actual results differ from assumptions - Lothian Pension Fund

The effects on the net pension liability of changes in individual assumptions can be illustrated as follows:

| Change in assumptions - year ended 31 March 2013 | Approx % increase in liabilities % | Approx monetary amount £m |
|---|---|------------------------------------|
| 0.5% decrease in discount rate | 9 | 442 |
| 1 year increase in member life expectancy | 3 | 148 |
| 0.5% increase in salary increase rate | 4 | 175 |
| 0.5% increase in pensions increase rate | 5 | 265 |

STATEMENT OF ACCOUNTING POLICIES AND GENERAL NOTES

Effect if actual results differ from assumptions - Lothian Buses Pension Fund

The effects on the net pension liability of changes in individual assumptions can be illustrated as follows:

| Change in assumptions - year ended 31 March 2013 | Approx % increase in liabilities % | Approx monetary amount £m |
|---|---|------------------------------------|
| 0.5% decrease in discount rate | 9 | 30 |
| 1 year increase in member life expectancy | 3 | 10 |
| 0.5% increase in salary increase rate | 3 | 11 |
| 0.5% increase in pensions increase rate | 6 | 19 |

Effect if actual results differ from assumptions - Scottish Homes Pension Fund

The effects on the net pension liability of changes in individual assumptions can be illustrated as follows:

| Change in assumptions - year ended 31 March 2013 | Approx % increase in liabilities % | Approx monetary amount £m |
|---|---|------------------------------------|
| 0.5% decrease in discount rate | 6 | 9 |
| 1 year increase in member life expectancy | 3 | 4 |
| 0.5% increase in pensions increase rate | 6 | 9 |

b) Unquoted private equity and infrastructure investments

Uncertainties

These investments are not publicly listed and as such there is a degree of estimation involved in the valuation.

Effect if actual results differ from assumptions

There is a risk that these investments may be under or overstated in the accounts at any point in time. The actual financial return of this type of investment is only known with certainty when they reach the end of their lifecycles and the final distributions are made to investors.



LOTHIAN PENSION FUND

Membership

| Status | Membership at 31/03/2011 | Membership at 31/03/2012 | Membership at 31/03/2013 |
|--------------|--------------------------|--------------------------|--------------------------|
| Active | 28,919 | 28,337 | 28,778 |
| Deferred | 15,218 | 15,392 | 16,577 |
| Pensioners | 17,894 | 18,905 | 20,469 |
| Dependants | 3,682 | 3,720 | 4,064 |
| Total | 65,713 | 66,354 | 69,888 |

Fund membership



Funding

Benefits are funded by contributions and investment earnings. Contributions are made by active members of the Fund in accordance with the Local Government Pension Scheme (Benefits, Membership and Contributions) (Scotland) Regulations 2008. These contributions depend on pay and for the year ended 31 March 2013 the contribution rates were as follows:

| Full time equivalent pensionable pay (2012/13) | Rate |
|--|-------------------------|
| Less than £19,971 | 5.5% |
| Between £19,971 and £25,948 | Between 5.6% and 6.0% |
| Between £25,949 and £32,567 | Between 6.1% and 6.5% |
| Between £32,568 and £45,915 | Between 6.6% and 7.5% |
| Between £45,916 and £51,727 | Between 7.6% and 8.0% |
| Between £51,728 and £69,262 | Between 8.1% and 9.0% |
| Between £69,263 and £104,782 | Between 9.1% and 10.0% |
| Between £104,783 and £240,383 | Between 10.1% and 11.2% |

Employers' contributions are set at the triennial actuarial valuation. The contribution rates for the year ended 31 March 2013 were based on the actuarial valuation as at 31 March 2011. This valuation resulted in a common contribution rate of (i.e. the average of the employers contributions) 18.0% of pensionable earnings, this includes 1.2% in respect of the past service deficit. In practice, each employer pays contributions at a specific rate that relates to its funding experience. For 2012/13, the rates for the major employers ranged from 16.9% to 17.2% for service currently being accrued plus a fixed amount towards the past service deficit.

More information on funding can be found in the Actuarial Statement for 2012/13 at the end of this section.

LOTHIAN PENSION FUND

Investment strategy

Following the completion of the 2011 actuarial valuation, an in-depth review of Lothian Pension Fund's investment strategy has been undertaken.

The review concluded that there is scope to reduce the Fund's investment risk in the long-term. It was recommended that the focus of the investment strategy over the coming years should be on capital preservation, investment income and reducing the absolute volatility of the Fund.

The strategy for 2012-2017 is set out in the table and has private equity reclassified in Equities rather than Alternative investments. Investments in the Alternatives category include property, infrastructure, timber and corporate bonds. Asset allocations limits under normal financial conditions are also shown.

| | Interim benchmark at 31 March 2013 | Strategy for 2012-2017 | Asset allocation limits minimum - maximum |
|---------------------------------------|------------------------------------|------------------------|---|
| | % | % | % |
| Equities excluding Private Equity | 64 | | |
| Equities including Private Equity | - | 65 | 50 - 75 |
| Index-linked gilts | 5 | 7 | 0 - 20 |
| Alternatives including Private Equity | 30 | - | - |
| Alternatives excluding Private Equity | - | 28 | 20 - 35 |
| Cash | 1 | - | 0 - 10 |
| Total | 100 | 100 | n/a |

The objective of the Fund has been redefined so that the target return over long-term economic cycles (typically 5 years or more) is the achievement of the same return as that generated by the strategic allocation, and over shorter periods, the Fund should perform better than the strategic allocation if markets fall significantly.

The Fund will gradually implement the new strategy over the next few years.

Investment performance

Annualised returns to 31 March 2013 (% per year)

| | 1 year | 3 years | 10 years |
|---------------------------|--------|---------|----------|
| Lothian Pension Fund | 13.9 | 8.1 | 10.3 |
| Benchmark | 13.9 | 8.1 | 9.5 |
| Retail Price Index | 3.3 | 4.1 | 3.3 |
| National Average Earnings | (0.6) | 1.0 | 2.7 |

The absolute performance of Lothian Pension Fund over the 12-month period was +13.9% and three-year performance was +8.1% per annum. Over both time periods, the performance was in line with the benchmark returns.

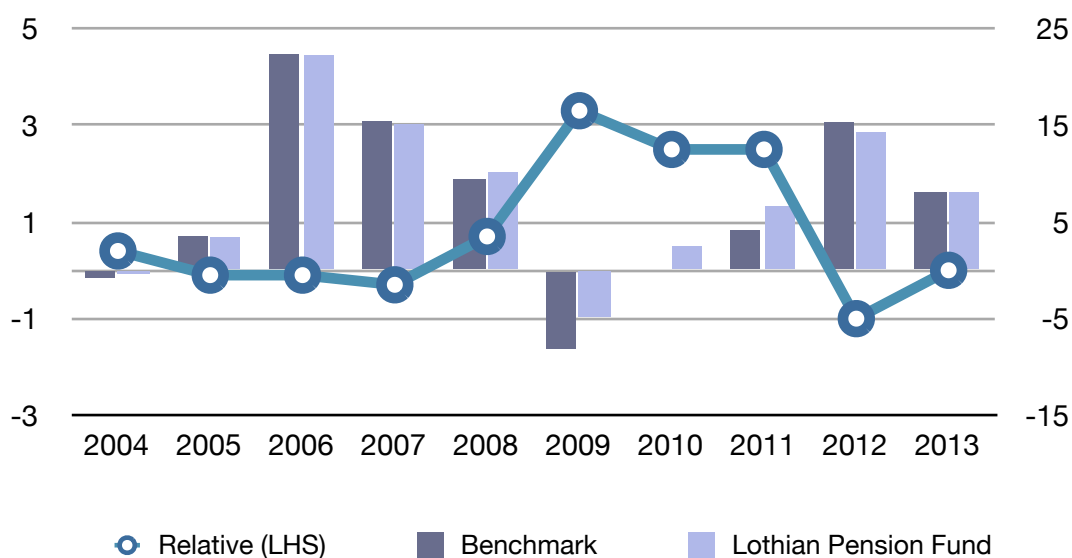
Over 10 years, the Fund returned +10.3% per annum, ahead of its benchmark by 0.8% per year and also well ahead of measures of inflation, including the retail price index and national average earnings.

Despite strong investment returns in excess of expectations, the actual funding level has fallen from 96% at the time of the last actuarial valuation on 31 March 2011 to 87% at 31 March 2013, largely as a result of falling real gilt yields, which caused an increase in the value of liabilities.

LOTHIAN PENSION FUND

Annualised 3 yearly returns ending 31 March (% per year)

Target is for the Fund to outperform the benchmark by 1% per year over 3 years



| | 2004 | 2005 | 2006 | 2007 | 2008 | 2009 | 2010 | 2011 | 2012 | 2013 |
|------------------|-------|-------|-------|-------|------|-------|------|------|------|------|
| Fund | (0.4) | 3.4 | 22.2 | 15.1 | 10.1 | (4.8) | 2.5 | 6.6 | 14.3 | 8.1 |
| Benchmark | (0.8) | 3.5 | 22.3 | 15.4 | 9.4 | (8.1) | - | 4.1 | 15.3 | 8.1 |
| Relative | 0.4 | (0.1) | (0.1) | (0.3) | 0.7 | 3.3 | 2.5 | 2.5 | (1) | - |

LOTHIAN PENSION FUND

Fund account for the year ended 31 March 2013

| 2011/12 Restated* £000 | <i>Note</i> | 2012/13 £000 |
|-------------------------------|---|------------------|
| Income | | |
| 144,484 | 2 | 137,821 |
| 40,579 | 3 | 40,194 |
| 3,171 | 4 | 4,484 |
| 188,234 | | 182,499 |
| Less: expenditure | | |
| 104,279 | 5 | 113,181 |
| 34,523 | 6 | 33,176 |
| 4,306 | 7 | 5,362 |
| 342 | | 191 |
| 384 | | 147 |
| 5,564 | 8 | 6,152 |
| 1,802 | 9 | 1,925 |
| 151,200 | | 160,134 |
| 37,034 | Net additions from dealing with members | 22,365 |
| Returns on investments | | |
| 76,435 | 10 | 84,684 |
| 17 | 12a, 13b | 416,559 |
| (8,525) | 11 | (9,572) |
| 67,927 | Net returns on investments | 491,671 |
| 104,961 | Net increase in the Fund during the year | 514,036 |
| 3,475,662 | Net assets of the Fund at 1 April 2012 | 3,580,623 |
| 3,580,623 | Net assets of the Fund at 31 March 2013 | 4,094,659 |

*The results for the year ended 31 March 2012 have been restated to reflect a change in the accounting policy on income generated by unquoted private equity and infrastructure investments. This change has the effect of increasing the reported investment income by £6.5m and reducing the change in market value of investments by the same amount. See note 24 for details.

LOTHIAN PENSION FUND

Net Assets Statement as at 31 March 2013

| 31 March 2012 | | | 31 March 2013 |
|----------------------------|--|--------|---------------|
| £000 | | Note | £000 |
| Investments | | | |
| 3,594,935 | Assets | | 4,086,938 |
| (49,024) | Liabilities | | (25,042) |
| 3,545,911 | | 12, 14 | 4,061,896 |
| Fixed assets | | | |
| 95 | Computer systems | | 157 |
| 95 | | | 157 |
| Current assets | | | |
| 11,192 | The City of Edinburgh Council | 20 | 4,355 |
| 26,350 | Cash balances | 14, 20 | 34,616 |
| 10,078 | Debtors | 17 | 10,299 |
| 47,620 | | | 49,270 |
| Current liabilities | | | |
| (13,003) | Creditors | 18 | (16,664) |
| (13,003) | | | (16,664) |
| 34,617 | Net current assets | | 32,606 |
| 3,580,623 | Net assets of the Fund at 31 March 2013 | 13a | 4,094,659 |

The unaudited accounts were issued on 24 June 2013 and the audited accounts were authorised for issue on 24 September 2013.

JOHN BURNS FCMA CGMA
Pensions and Accounting Manager
24 September 2013

Note to the Net Assets Statement

The financial statements summarise the transactions of the Fund during the year and its net assets at the year end. They do not take account of the obligations to pay pensions and benefits which fall due after the end of the year. The actuarial position of the Fund, which does take account of such obligations, is discussed in the Actuarial Valuation section of this report and these financial statements should be read in conjunction with that information. In addition, as required by IAS26, the Actuarial Present Value of Promised Retirement Benefits is disclosed in the notes to these financial statements.

LOTHIAN PENSION FUND

Notes to the Accounts

1 Events after balance sheet date

There have been no events since 31 March 2013, and up to the date when these accounts were authorised, that require any adjustments to these accounts.

2 Contributions from employers

The total contributions receivable analysed between the administering authority, other scheduled bodies and admitted bodies were as follows:-

| | 2011/12 £000 | 2012/13 £000 |
|-----------------------------|-----------------|-----------------|
| By category | | |
| Percentage of pay | 113,831 | 103,781 |
| Fixed deficit contribution | 17,620 | 24,711 |
| Strain costs | 7,881 | 8,929 |
| Cessation contribution | 5,152 | 400 |
| | 144,484 | 137,821 |
| By employer type | | |
| Administering Authority | 54,549 | 56,359 |
| Other Scheduled Bodies | 67,626 | 65,143 |
| Community Admission Bodies | 22,030 | 16,090 |
| Transferee Admission Bodies | 279 | 229 |
| | 144,484 | 137,821 |

From 1 April 2012, following the actuarial valuation of 31 March 2011, all employers are required to make a fixed contribution towards the past service deficit that relates to their employees. In previous years only some of the larger employers were required to make a fixed contribution. The deficit recovery period varies depending on the individual circumstances of each employer ranging up to 20 years.

Where an employer makes certain decisions which result in additional benefits being paid out to a member, or benefits being paid early, this results in a "strain" on the Fund. The resulting pension strain costs are calculated and recharged in full to that employer.

Any employer that ceases to have at least one actively contributing member is required to pay a cessation contribution.

3 Contributions from members

| | 2011/12 £000 | 2012/13 £000 |
|-----------------------------|-----------------|-----------------|
| By employer type | | |
| Administering Authority | 15,682 | 15,694 |
| Other Scheduled Bodies | 19,255 | 19,047 |
| Community Admission Bodies | 5,569 | 5,394 |
| Transferee Admission Bodies | 73 | 59 |
| | 40,579 | 40,194 |

LOTHIAN PENSION FUND

| 4 Transfers in from other pension schemes | | |
|---|---------|---------|
| | 2011/12 | 2012/13 |
| | £000 | £000 |
| Group transfers | 97 | - |
| Individual transfers | 3,074 | 4,484 |
| | 3,171 | 4,484 |

| 5 Pensions payable | | |
|-----------------------------|---------|---------|
| | 2011/12 | 2012/13 |
| | £000 | £000 |
| By employer type | | |
| Administering Authority | 54,793 | 58,752 |
| Other Scheduled Bodies | 41,217 | 45,050 |
| Community Admission Bodies | 8,209 | 9,288 |
| Transferee Admission Bodies | 60 | 91 |
| | 104,279 | 113,181 |

| 6 Lump sum retirement benefits payable | | |
|--|---------|---------|
| | 2011/12 | 2012/13 |
| | £000 | £000 |
| By employer type | | |
| Administering Authority | 14,497 | 16,740 |
| Other Scheduled Bodies | 16,822 | 12,733 |
| Community Admission Bodies | 3,119 | 3,573 |
| Transferee Admission Bodies | 85 | 130 |
| | 34,523 | 33,176 |

| 7 Lump sum death benefits payable | | |
|-----------------------------------|---------|---------|
| | 2011/12 | 2012/13 |
| | £000 | £000 |
| By employer type | | |
| Administering Authority | 1,535 | 2,836 |
| Other Scheduled Bodies | 2,052 | 2,310 |
| Community Admission Bodies | 719 | 216 |
| Transferee Admission Bodies | - | - |
| | 4,306 | 5,362 |

| 8 Transfers out to other schemes | | |
|----------------------------------|---------|---------|
| | 2011/12 | 2012/13 |
| | £000 | £000 |
| Group transfers | - | - |
| Individual transfers | 5,564 | 6,152 |
| | 5,564 | 6,152 |

LOTHIAN PENSION FUND

9 Administrative expenses

| | 2011/12 | 2012/13 |
|---|---------|---------|
| | £000 | £000 |
| Employee costs | 928 | 1,020 |
| The City of Edinburgh Council - pension payroll costs | 221 | 222 |
| The City of Edinburgh Council - other support costs | 312 | 276 |
| System costs | 105 | 183 |
| Actuarial fees | 84 | 23 |
| External audit fees | 40 | 41 |
| Legal fees | 45 | 87 |
| Printing and postage | 42 | 32 |
| Depreciation | 35 | 38 |
| Sundry costs less sundry income | (10) | 3 |
| | 1,802 | 1,925 |

The Investments and Pensions Division of the Council is responsible for administering the three pension Funds. The Division receives an allocation of the overheads of the Council. In turn the Division allocates administration and investment costs to the three pension funds. Costs directly attributable to a specific fund are charged to the relevant Fund, costs that are common to all three funds are allocated on a defined basis.

In 2012 the overheads were allocated based on the value of the Funds as at the end of the year. In 2013 the allocation basis were modified to a more stable basis which better reflects the underlying cost drivers. Pension payroll costs were allocated based on the number of pensioners during the year and all other costs were allocated based on the number of members of each fund.

10 Investment income

| | 2011/12 | 2012/13 |
|--|---------|---------|
| | £000 | £000 |
| Income from fixed interest securities | 10,925 | 11,146 |
| Dividends from equities | 41,069 | 49,976 |
| Unquoted private equity and infrastructure | 6,547 | 5,074 |
| Income from pooled investment vehicles | 738 | 579 |
| Net rents from properties | 16,583 | 17,402 |
| Interest on cash deposits | 915 | 1,354 |
| Stock lending and sundries | 1,244 | 1,119 |
| | 78,021 | 86,650 |
| Irrecoverable withholding tax | (1,586) | (1,966) |
| | 76,435 | 84,684 |

LOTHIAN PENSION FUND

| 11 Investment management expenses | 2011/12 | 2012/13 |
|---|---------|---------|
| | £000 | £000 |
| External management fees | 7,221 | 7,878 |
| Employee costs | 656 | 664 |
| Custody fees | 64 | 454 |
| Engagement and voting fees | 65 | 67 |
| Performance measurement fees | 54 | 45 |
| Investment consultancy fees | 26 | 66 |
| System costs | 146 | 132 |
| Legal fees | 215 | 134 |
| The City of Edinburgh Council - other support costs | - | 100 |
| Sundry costs | 78 | 32 |
| | 8,525 | 9,572 |

The Investments and Pensions Division of the Council is responsible for administering the three pension Funds. The Division receives an allocation of the overheads of the Council. In turn the Division allocates administration and investment costs to the three pension funds. Costs directly attributable to a specific fund are charged to the relevant Fund, costs that are common to all three funds are allocated on a defined basis.

| 12 Net investment assets | 31 March 2012 | 31 March 2013 |
|---|------------------|------------------|
| | £000 | £000 |
| Investment assets | | |
| Fixed interest securities | 300,883 | 326,829 |
| Equities | 1,647,371 | 2,718,320 |
| Pooled investment vehicles | 1,217,874 | 582,535 |
| Properties | 246,915 | 251,480 |
| Derivatives | | |
| Futures | 606 | 1,067 |
| Forward foreign exchange | 64,833 | 3,262 |
| | 65,439 | 4,329 |
| Cash deposits | | |
| Margin balances | 1,687 | 1,769 |
| Deposits | 105,153 | 187,608 |
| | 106,840 | 189,377 |
| Other investment assets | | |
| Due from broker | 412 | 3,029 |
| Dividends and other income due | 9,201 | 11,039 |
| | 9,613 | 14,068 |
| Total investment assets | 3,594,935 | 4,086,938 |
| Investment liabilities | | |
| Derivatives | | |
| Futures | (88) | (622) |
| Forward foreign exchange | (45,702) | (20,844) |
| | (45,790) | (21,466) |
| Other financial liabilities - due to broker | (3,234) | (3,576) |
| Total investment liabilities | (49,024) | (25,042) |
| Net investment assets | 3,545,911 | 4,061,896 |

LOTHIAN PENSION FUND

12a Reconciliation of movement in investments and derivatives

| | Market value at 1 April 2012 £000 | Purchases at cost and derivative payments £000 | Sale proceeds and derivative receipts £000 | Change in market value £000 | Market value at 31 March 2013 £000 |
|--------------------------------------|--------------------------------------|---|---|--------------------------------|---------------------------------------|
| Fixed interest | 300,883 | 110,307 | (110,489) | 26,128 | 326,829 |
| Equities | 1,647,371 | 1,224,225 | (445,739) | 292,463 | 2,718,320 |
| Pooled investment vehicles | 1,217,874 | 97,793 | (850,443) | 117,311 | 582,535 |
| Property | 246,915 | 27,216 | (20,215) | (2,436) | 251,480 |
| Derivatives - futures | 518 | 3,484 | (1,463) | (2,094) | 445 |
| Derivatives - fwd foreign exchange | 19,131 | 88,677 | (109,010) | (16,380) | (17,582) |
| | 3,432,692 | 1,551,702 | (1,537,359) | 414,992 | 3,862,027 |
| Other financial assets / liabilities | | | | | |
| Margin balances | 1,687 | | | - | 1,769 |
| Cash deposits | 105,153 | | | 1,587 | 187,608 |
| Broker balances | (2,822) | | | (20) | (547) |
| Dividends due etc | 9,201 | | | - | 11,039 |
| | 113,219 | | | 1,567 | 199,869 |
| Net financial assets | 3,545,911 | | | 416,559 | 4,061,896 |

| | Market value at 1 April 2011 £000 | Purchases at cost and derivative payments £000 | Sale proceeds and derivative receipts £000 | Change in market value £000 | Market value at 31 March 2012 £000 |
|--------------------------------------|--------------------------------------|---|---|--------------------------------|---------------------------------------|
| Fixed interest | 271,947 | 92,906 | (88,128) | 24,158 | 300,883 |
| Equities | 1,504,350 | 570,819 | (383,254) | (44,544) | 1,647,371 |
| Pooled investments | 1,283,737 | 102,057 | (204,598) | 36,678 | 1,217,874 |
| Property | 233,470 | 11,930 | (2,059) | 3,574 | 246,915 |
| Derivatives - futures | 164 | 5,851 | (4,451) | (1,046) | 518 |
| Derivatives - fwd foreign exchange | (13,244) | 277,238 | (231,967) | (12,896) | 19,131 |
| | 3,280,424 | 1,060,801 | (914,457) | 5,924 | 3,432,692 |
| Other financial assets / liabilities | | | | | |
| Margin balances | 2,022 | | | (28) | 1,687 |
| Cash deposits | 163,818 | | | (2,864) | 105,153 |
| Broker balances | (4,143) | | | (2,902) | (2,822) |
| Dividends due etc | 7,939 | | | (113) | 9,201 |
| | 169,636 | | | (5,907) | 113,219 |
| Net financial assets | 3,450,060 | | | 17 | 3,545,911 |

The change in market value of investments during the year comprises all increases and decreases in the market value of investments held at any time during the year, including profits and losses realised on sales of investments during the year.

LOTHIAN PENSION FUND

12a Reconciliation of movement in investments and derivatives (cont'd)

Transaction costs are included in the cost of purchases and sale proceeds. Transaction costs include costs charged directly to the Fund such as fees, commissions, stamp duty and other fees. Transaction costs incurred during the year amounted to £1,939k (2012 £1,034k). In addition to the transaction costs disclosed above, indirect costs may be incurred through the bid-offer spread on some pooled investment vehicles, the amount of any such costs is not separately provided to the Fund.

12b Analysis of investments (at market value)

| | Area | 31 March 2012 £000 | 31 March 2013 £000 |
|---|----------|--------------------------|--------------------------|
| Fixed interest securities | | | |
| Public sector fixed interest quoted | UK | 2,441 | 2,758 |
| Public sector index linked gilts quoted | UK | 134,331 | 148,478 |
| Corporate quoted | UK | 63,232 | 62,942 |
| Public sector quoted | Overseas | 6,308 | 7,076 |
| Commercial quoted | Overseas | 94,571 | 105,575 |
| | | 300,883 | 326,829 |
| Equities | | | |
| Quoted | UK | 137,513 | 783,615 |
| Quoted | Overseas | 1,509,858 | 1,934,705 |
| | | 1,647,371 | 2,718,320 |
| Pooled investment vehicles | | | |
| In-house equities | UK | 527,807 | - |
| Managed funds - other | UK | 190,220 | 17,977 |
| Managed funds - property | UK | 59,728 | 56,053 |
| Private equity and infrastructure funds | UK | 63,790 | 85,688 |
| Private equity and infrastructure funds | Overseas | 376,329 | 422,817 |
| | | 1,217,874 | 582,535 |
| Properties | | | |
| Direct property | UK | 246,915 | 251,480 |

Derivatives - futures

| Contract type | Contract expires | Economic exposure £000 | Market value at 31 March 2012 £000 | Economic exposure £000 | Market value at 31 March 2013 £000 |
|-----------------------|------------------|---------------------------|---|---------------------------|---|
| Assets | | | | | |
| UK Fixed Income | < 1 year | - | - | 31,120 | 911 |
| Overseas Fixed Income | < 1 year | (75,349) | 606 | 26,232 | 156 |
| | | | 606 | | 1,067 |
| Liabilities | | | | | |
| UK fixed income | < 1 year | 28,169 | (57) | - | - |
| Overseas fixed income | < 1 year | 6,199 | (31) | (99,274) | (622) |
| | | | (88) | | (622) |
| Net asset | | | 518 | | 445 |

LOTHIAN PENSION FUND

12b Analysis of investments (at market value) (cont'd)

Derivatives - futures (cont'd)

The economic exposure represents the notional value of securities purchased under the futures contract and therefore the value subject to market movements. All futures contracts are exchange traded. The Fund uses futures for the purposes of efficient portfolio management and/or risk reduction. During the year, the Fund's bond manager transacted futures to manage interest rate exposure.

Derivatives - forward foreign exchange

Summary of contracts held at 31 March 2013

| Contract settlement within | Currency bought | Currency sold | Local currency bought | Local currency sold | Asset value | Liability value |
|---|-----------------|---------------|-----------------------|---------------------|-------------|-----------------|
| | | | £000 | £000 | £000 | £000 |
| Up to one month | AUD | JPY | 44 | (4,192) | 1 | - |
| Up to one month | EUR | CAD | 68 | (92) | - | (2) |
| Up to one month | EUR | GBP | 293 | (256) | - | (8) |
| Up to one month | GBP | AUD | 90,222 | (142,400) | - | (7,481) |
| Up to one month | GBP | EUR | 226,525 | (281,138) | 363 | (11,618) |
| Up to one month | GBP | JPY | 669 | (97,068) | 2 | (14) |
| Up to one month | GBP | USD | 50,605 | (79,089) | 14 | (1,498) |
| Up to one month | MXN | USD | 5,240 | (418) | 4 | - |
| Up to one month | USD | DKK | 25 | (138) | 1 | - |
| Up to one month | USD | GBP | 1,195 | (771) | 15 | - |
| Up to one month | USD | JPY | 233 | (22,017) | - | (1) |
| Up to one month | USD | MXN | 6,191 | (78,889) | - | (127) |
| Up to one month | USD | SEK | 180 | (1,147) | 3 | - |
| One to six months | JPY | USD | 1,065,000 | (11,412) | 29 | (81) |
| One to six months | USD | AUD | 3,834 | (3,770) | - | (14) |
| One to six months | USD | CHF | 8,467 | (7,800) | 138 | - |
| One to six months | USD | JPY | 24,838 | (1,950,000) | 2,692 | - |
| | | | | | 3,262 | (20,844) |
| Net forward currency contracts at 31 March 2013 | | | | | | (17,582) |

Prior year comparative

| | | |
|--|--------|----------|
| Open forward currency contracts at 31 March 2012 | 64,833 | (45,702) |
| Net forward currency contracts at 31 March 2012 | 19,131 | |

The above table summarises the contracts held by maturity date, all contracts are traded on an over the counter basis.

In order to maintain appropriate diversification of investments in the portfolio and take advantage of wider opportunities, the Lothian Pension Fund invests around half of the fund in overseas markets. A currency hedging programme, using forward foreign exchange contracts, has been put in place to reduce the extent to which the Fund is exposed to currency movements. In addition, the Fund's bond manager use forward foreign exchange contracts to add value to the Fund.

LOTHIAN PENSION FUND

12c Investment managers and mandates

| Manager | Mandate | Market value at 31 March 2012 £000 | Percent of total 31 March 2012 % | Market value at 31 March 2013 £000 | Percent of total 31 March 2013 % |
|--|------------------------|---------------------------------------|-------------------------------------|---------------------------------------|-------------------------------------|
| In-house | UK large cap equities | 527,807 | 14.9 | 525,587 | 13.0 |
| In-house | UK mid cap equities | - | - | 80,201 | 2.0 |
| Total UK equities | | 527,807 | 14.9 | 605,788 | 15.0 |
| In-house | European equities | 222,936 | 6.3 | 256,315 | 6.4 |
| In-house | US equities | 247,927 | 7.0 | 296,993 | 7.3 |
| Baillie Gifford | Pacific equities | 285,089 | 8.0 | 318,547 | 7.8 |
| Invesco | Pacific equities | 118,279 | 3.3 | 137,155 | 3.4 |
| Mondrian | Emerging markets | - | - | 111,524 | 2.7 |
| UBS | Emerging markets | - | - | 107,612 | 2.6 |
| Aberdeen | Emerging markets | 195,088 | 5.5 | - | - |
| Total regional overseas equities | | 1,069,319 | 30.1 | 1,228,146 | 30.2 |
| In-house | Global equities | - | - | 202,357 | 5.0 |
| Cantillon | Global equities | 177,076 | 5.0 | 220,072 | 5.4 |
| Lazard | Global equities | 223,242 | 6.3 | 261,099 | 6.4 |
| Harris | Global equities | 128,274 | 3.6 | 153,319 | 3.8 |
| Legal and General | Global equities | 173,556 | 4.9 | - | - |
| Total global equities | | 702,148 | 19.8 | 836,847 | 20.6 |
| AG Bisset | Active / passive | 18,599 | 0.5 | (19,098) | (0.5) |
| JP Morgan | Active | 276 | - | - | - |
| Total currency overlay | | 18,875 | 0.5 | (19,098) | (0.5) |
| Total listed equities | | 2,318,149 | 65.3 | 2,651,683 | 65.3 |
| In-house | Private equity unq'ted | 193,982 | 5.4 | 200,947 | 4.9 |
| In-house | Private equity quoted | 34,365 | 1.0 | 47,327 | 1.2 |
| Total private equity | | 228,347 | 6.4 | 248,274 | 6.1 |
| Total equities | | 2,546,496 | 71.7 | 2,899,957 | 71.4 |
| In-house | Index linked gilts | 134,863 | 3.8 | 145,181 | 3.6 |
| In-house | Gold | 20,928 | 0.6 | 21,039 | 0.5 |
| Total inflation linked bonds and gold | | 155,791 | 4.4 | 166,220 | 4.1 |
| In-house | Property | 56,264 | 1.6 | 72,418 | 1.8 |
| Standard Life | Property | 324,575 | 9.2 | 289,511 | 7.1 |
| Total property | | 380,839 | 10.8 | 361,929 | 8.9 |

LOTHIAN PENSION FUND

12c Investment managers and mandates (cont'd)

| Manager | Mandate | Market value at | Percent | Market value at | Percent |
|--------------------------------|------------------------|------------------|------------------------|------------------|------------------------|
| | | 31 March 2012 | of total 31 March 2012 | 31 March 2013 | of total 31 March 2013 |
| | | £000 | % | £000 | % |
| In-house | Infrastructure unq'ted | 143,666 | 4.1 | 200,486 | 4.9 |
| In-house | Infrastructure quoted | 30,354 | 0.9 | 27,219 | 0.7 |
| In-house | Timber | 46,207 | 1.3 | 50,621 | 1.2 |
| Total other real assets | | 220,227 | 6.3 | 278,326 | 6.8 |
| In-house | Secured loans | 22,905 | 0.6 | 21,825 | 0.5 |
| Rogge | Corporate bonds | 171,079 | 4.8 | 189,578 | 4.7 |
| Total other bonds | | 193,984 | 5.4 | 211,403 | 5.2 |
| In-house | Cash | 48,574 | 1.4 | 143,935 | 3.6 |
| In-house | Transition | - | - | 126 | - |
| Total cash and sundries | | 48,574 | 1.4 | 144,061 | 3.6 |
| Net financial assets | | 3,545,911 | 100.0 | 4,061,896 | 100.0 |

12d Investments representing more than 5% of the net assets of the Fund or 5% of any investment class

| | Market value at | Percent | Market value at | Percent |
|-----------------------------------|-----------------|------------------------|-----------------|------------------------|
| | 31 March 2012 | of class 31 March 2012 | 31 March 2013 | of class 31 March 2013 |
| | £000 | % | £000 | % |
| Equities | | | | |
| MFC Vanguard S&P 500 ETF | 92,692 | 5.6 | 112,527 | 4.1 |
| Pooled funds | | | | |
| Carlyle Europe Real Estate III LP | 27,740 | 2.3 | 30,437 | 5.2 |
| L&G N America equity index | 84,940 | 7.0 | - | - |
| L&G UK equity index | 13,972 | 1.1 | - | - |
| In-House UK equities | 527,807 | 43.2 | - | - |
| Property | | | | |
| Martlesham Heath, Retail Park | - | - | 19,050 | 7.6 |
| London, 119-125 Wardour St | 16,325 | 6.6 | 16,500 | 6.6 |
| Sheffield, Bochum Parkway | 14,750 | 6.0 | 15,175 | 6.0 |
| Exeter, Bishops Court | 15,000 | 6.1 | 14,250 | 5.7 |
| Exeter, David Lloyd Leisure | 13,625 | 5.5 | 14,150 | 5.6 |
| London, 100 St John Street | 13,725 | 5.6 | 14,000 | 5.6 |
| Portsmouth, Broad Oak Works | 12,456 | 5.0 | 11,544 | 4.6 |
| Folkestone, Shearway Business Pk | 12,450 | 5.0 | - | - |

Over the last two years no single investment represented more than 5% of the net assets of the Fund.

LOTHIAN PENSION FUND

12e Securities lending

During the year Lothian Pension Fund participated in two securities lending arrangements. The arrangement with the Northern Trust Company covers the main investments of the Fund. As at 31 March 2013, £112.3m (2012 £112.1m) of securities were released to third parties. Collateral valued at 107.2% (2012 107.1%) of the market value of the securities on loan was held at that date. The arrangement with Blackrock related to the Fund's holding of FTSE 250 iShares ceased during the year.

12f Property holdings

| | 2011/12 | 2012/13 |
|----------------------------|---------|----------|
| | £000 | £000 |
| Opening balance | 233,470 | 246,915 |
| Additions | 11,930 | 27,216 |
| Disposals | (2,059) | (20,215) |
| Net change in market value | 3,574 | (2,436) |
| Closing balance | 246,915 | 251,480 |

As at 31 March 2013, there were no restrictions on the realisability of the property or the remittance of income or sale proceeds. The Fund is not under any contractual obligations to purchase, construct or develop any of these properties. Nor does it have any responsibility for any repairs, maintenance or enhancements.

13 Financial Instruments

13a Classification of financial instruments

Accounting policies describe how different asset classes of financial instruments are measured, and how income and expenses, including fair value gains and losses, are recognised. The following table analyses the fair value amounts of financial assets and liabilities by category and net assets statement heading. No financial assets were reclassified during the accounting period.

All financial instruments are marked to market (at fair value) in the Fund's accounting records hence there is no difference between the carrying value and fair value.

LOTHIAN PENSION FUND

13a Classification of financial instruments (cont'd)

| | 31 March 2012 | | | 31 March 2013 | | |
|--|--|-------------------------------------|---|--|-------------------------------------|---|
| | Designated as fair value through fund account £000 | Loans and receivables £000 | Financial liabilities at amortised cost £000 | Designated as fair value through fund account £000 | Loans and receivables £000 | Financial liabilities at amortised cost £000 |
| Financial assets | | | | | | |
| Investment assets | | | | | | |
| Fixed interest | 300,883 | | | 326,829 | | |
| Equities | 1,647,371 | | | 2,718,320 | | |
| Pooled investments | 1,217,874 | | | 582,535 | | |
| Property leases | 12,456 | | | 11,544 | | |
| Derivative contracts | 65,439 | | | 4,329 | | |
| Margin balances | | 1,687 | | | 1,769 | |
| Cash | | 105,153 | | | 187,608 | |
| Other balances | | 9,613 | | | 14,068 | |
| | 3,244,023 | 116,453 | - | 3,643,557 | 203,445 | - |
| Other assets | | | | | | |
| City of Edinburgh Council | | 11,192 | | | 4,355 | |
| Cash | | 26,350 | | | 34,616 | |
| Debtors | | 10,078 | | | 10,299 | |
| | - | 47,620 | - | - | 49,270 | - |
| Assets total | 3,244,023 | 164,073 | - | 3,643,557 | 252,715 | - |
| Financial liabilities | | | | | | |
| Investment liabilities | | | | | | |
| Derivative contracts | (45,790) | | | (21,466) | | |
| Other investment balances | (3,234) | | | (3,576) | | |
| | (49,024) | - | - | (25,042) | - | - |
| Other liabilities | | | | | | |
| Creditors | | | (13,003) | | | (16,664) |
| Liabilities total | (49,024) | - | (13,003) | (25,042) | - | (16,664) |
| Net assets total | 3,194,999 | 164,073 | (13,003) | 3,618,515 | 252,715 | (16,664) |
| Total net financial instruments | | | 3,346,069 | | | 3,854,566 |
| Amounts not classified as financial instruments | | | 234,554 | | | 240,093 |
| Total net assets | | | 3,580,623 | | | 4,094,659 |

LOTHIAN PENSION FUND

13b Net gains and losses on financial instruments

| | 2011/12 £000 | 2012/13 £000 |
|--|-----------------|-----------------|
| Designated as fair value through fund account | 2,272 | 417,332 |
| Loans and receivables | (5,907) | 1,567 |
| Financial liabilities at amortised cost | - | - |
| Total | (3,635) | 418,899 |
| Gains and losses on directly held freehold property | 3,652 | (2,340) |
| Change in market value of investments per fund account | 17 | 416,559 |

13c Valuation of financial instruments carried at fair value

The valuation of financial instruments has been classified into three levels, according to the quality and reliability of information used to determine fair values.

Level 1

Financial instruments at Level 1 are those where the fair values are derived from unadjusted quoted prices in active markets for identical assets or liabilities. Products classified as level 1 comprise quoted equities and unit trusts.

Quoted investments are shown at bid prices. The bid value of the investment is based on the bid market quotation of the relevant stock exchange.

Level 2

Financial instruments at Level 2 are those where quoted market prices are not available; for example, where an instrument is traded in a market that is not considered to be active, or where valuation techniques are used to determine fair value and where these techniques use inputs that are based significantly on observable market data.

Level 3

Financial instruments at Level 3 are those where at least one input that could have a significant effect on the instrument's valuation is not based on observable market data. Such instruments would include unquoted equity investments, which are valued using various valuation techniques that require significant judgement in determining appropriate assumptions.

The values of the investments in unquoted private equity, infrastructure, timber and European real estate are based on valuations provided by the general partners to the funds in which the Fund has invested. These valuations are prepared in accordance with the International Private Equity and Venture Capital Valuation Guidelines or similar guidelines provided by the British Venture Capital Association, which follow the valuation principles of International Financial Reporting Standards (IFRS). The valuations are usually undertaken annually at the end of December. Cash flow adjustments are used to roll forward the valuations to 31 March as appropriate.

LOTHIAN PENSION FUND

13c Valuation of financial instruments carried at fair value (cont'd)

The following table provides an analysis of the financial assets and liabilities of the Fund grouped into Levels 1 to 3, based on the level at which the fair value is observable.

| | 31 March 2013 | | | |
|---|------------------|-----------------|-----------------|------------------|
| | Level 1 £000 | Level 2 £000 | Level 3 £000 | Total £000 |
| Financial assets | | | | |
| Designated as fair value through fund account | 2,768,341 | 327,913 | 547,303 | 3,643,557 |
| Loans and receivables | 252,715 | | | 252,715 |
| Total financial assets | 3,021,056 | 327,913 | 547,303 | 3,896,272 |
| Financial liabilities | | | | |
| Designated as fair value through fund account | (25,042) | | | (25,042) |
| Financial liabilities at amortised cost | (16,664) | | | (16,664) |
| Total financial liabilities | (41,706) | - | - | (41,706) |
| Net financial assets | 2,979,350 | 327,913 | 547,303 | 3,854,566 |

| | 31 March 2012 | | | |
|---|------------------|-----------------|-----------------|------------------|
| | Level 1 £000 | Level 2 £000 | Level 3 £000 | Total £000 |
| Financial assets | | | | |
| Designated as fair value through fund account | 2,490,565 | 300,883 | 452,575 | 3,244,023 |
| Loans and Receivables | 164,073 | | | 164,073 |
| Total financial assets | 2,654,638 | 300,883 | 452,575 | 3,408,096 |
| Financial liabilities | | | | |
| Designated as fair value through fund account | (49,024) | | | (49,024) |
| Financial Liabilities at amortised cost | (13,003) | | | (13,003) |
| Total financial liabilities | (62,027) | - | - | (62,027) |
| Net financial assets | 2,592,611 | 300,883 | 452,575 | 3,346,069 |

14 Nature and extent of risk arising from financial instruments

Risk and risk management

The Fund's primary aim is to ensure that all members and their dependants receive their benefits when they become payable. The investment strategy aims to maximise the returns from investments within reasonable risk parameters and hence minimise the long-term cost to employers. The Fund achieves this by investing in a diverse range of assets to reduce risk to an acceptable level. In addition, the Fund ensures that sufficient cash is available to meet all liabilities when they are due to be paid.

Responsibility for the Fund's overall investment strategy rests with the Pensions Committee. The Investment Strategy Panel and the internal investment team monitor investment risks on a regular basis. Investment risk management tools are used to identify and analyse risks faced by the Fund's investments.

Consideration of the Fund's investment risk is part of the overall risk management of the pensions operations. Risks are reviewed regularly to reflect changes in activity and market conditions.

LOTHIAN PENSION FUND

14 Nature and extent of risk arising from financial instruments (cont'd)

Types of investment risk

There are various ways of considering investment risks for pension funds. For the purposes of this note, market risk is the potential for an investor to experience losses from falls in the prices of investments. All financial instruments, including cash deposits, present a risk of loss of capital and risks vary depending on different asset classes.

Market risk also changes over time as economic conditions and investor sentiment change. The Fund considers overall fluctuations in prices arising from a variety of sources: market risk, foreign exchange risk, interest rate risk, credit risk, etc. The different risks may, to some extent, offset each other.

The overall market risk of the Fund depends on the actual mix of assets and encompasses all the different elements of risk.

The Fund manages these risks in a number of ways:

- assessing and establishing acceptable levels of market risk when setting overall investment strategy. Importantly, risk is considered relative to the liabilities of the Fund
- diversification of investments in terms of type of asset, investment managers, geographical and industry sectors as well as individual securities
- taking stewardship responsibilities serious and pursuing constructive engagement with the companies in which we invest
- monitoring market risk and market conditions to ensure risk remains within tolerable levels
- using equity futures contracts from time to time to manage market risk. Exchange traded options are not used by the Fund.

Sensitivity analysis

Asset prices have a tendency to fluctuate. The degree of such fluctuation is known as “volatility” and it differs by asset class. The table below sets out the long-term volatility assumptions used in the Fund’s asset-liability modelling undertaken by the Fund’s investment adviser KPMG:

| Asset type | Potential price movement (+ or -) |
|-----------------------------------|-----------------------------------|
| Equities - Developed Markets | 20.0% |
| Equities - Emerging Markets | 30.0% |
| Private Equity | 30.0% |
| Timber and Gold | 30.0% |
| Secured Loans | 10.0% |
| Corporate Bonds | 10.5% |
| Fixed Interest Gilts | 9.0% |
| Index-Linked Gilts | 7.0% |
| Infrastructure | 8.0% |
| Property | 13.0% |
| Cash and forward foreign exchange | 1.6% |

Volatility is the standard deviation of annual returns. In two years out of three, the asset’s change in value (which could be a gain or a loss) is expected to be lower than the volatility figure, but in one year out of three, the change in value is expected to be higher than the volatility figure.

LOTHIAN PENSION FUND

14 Nature and extent of risk arising from financial instruments (cont'd)

Asset classes do not always move in line with each other. The extent to which assets move together is known as their “correlation”. A lower correlation means that there is less risk of assets losing value at the same time. The overall Fund benefits from “diversification “ because it invests in different asset classes, which don’t all move in line with each other. The following table shows the risks at the asset class level and the overall Fund level, with and without allowance for correlation.

The following tables shows how the prices of the Fund's investments would increase and decrease in line with the assumptions above.

| Asset type | Value at 31 March 2013 | % of fund | Change + / - | Value on increase | Value on decrease |
|-----------------------------------|------------------------|-----------|--------------|-------------------|-------------------|
| | £m | % | % | £m | £m |
| Equities - Developed Markets | 2,451 | 60.4 | 20.0 | 2,941 | 1,961 |
| Equities - Emerging Markets | 219 | 5.4 | 30.0 | 285 | 153 |
| Private Equity | 248 | 6.1 | 30.0 | 322 | 174 |
| Timber and Gold | 72 | 1.8 | 30.0 | 94 | 50 |
| Secured Loans | 22 | 0.5 | 10.0 | 24 | 20 |
| Corporate Bonds | 176 | 4.3 | 10.5 | 194 | 158 |
| Fixed Interest Gilts | 10 | 0.2 | 9.0 | 11 | 9 |
| Index-Linked Gilts | 149 | 3.7 | 7.0 | 159 | 139 |
| Infrastructure | 228 | 5.6 | 8.0 | 246 | 210 |
| Property | 362 | 8.9 | 13.0 | 409 | 315 |
| Cash and forward foreign exchange | 125 | 3.1 | 1.6 | 127 | 123 |
| Total [1] | 4,062 | 100.0 | 18.5 | 4,812 | 3,312 |
| Total [2] | 4,062 | | 15.6 | 4,696 | 3,428 |
| Total [3] | 4,062 | | 14.7 | 4,659 | 3,465 |

[1] No allowance for correlations between assets

[2] Including allowance for correlations between assets

[3] Including allowance for correlation between assets and liabilities.

The value on increase/decrease columns illustrates the monetary effect of the percentage change in the volatility column. The actual annual change in value is expected to be lower than this in two years out of three, but higher in one year out of three.

It can be seen that the risk to the overall Fund assets [2] is lower than the total of the risks to the individual assets.

However, because the purpose of a pension scheme is to make payments to scheme beneficiaries, the true risk of a pension scheme is not measured in absolute terms, but relative to its liabilities [3]. The risk is lower than the absolute asset risk, due to the impact of correlation with the discount rate used to value the liabilities.

This risk analysis incorporates volatility from market, interest rate, foreign exchange, credit, and all other sources of risk, and, importantly, makes allowance for how these risks may offset each other.

LOTHIAN PENSION FUND

14 Nature and extent of risk arising from financial instruments (cont'd)

Credit risk

Credit risk represents the risk that the counterparty to a transaction or a financial instrument will fail to discharge an obligation and cause the Fund to incur a financial loss. The market values of investments generally reflect an assessment of credit risk in their pricing and consequently the risk of loss is implicitly provided for in the value of the fund's assets and liabilities (as outlined in Market Risk above).

In essence, the Fund's entire investment portfolio is exposed to some sort of credit risk. However, through the selection of counterparties, brokers and financial institutions the Fund reduces the credit risk that may occur through the failure to settle a transaction in a timely manner.

Cash deposits, derivatives and securities lending are the major areas of credit exposure where credit risk is not reflected in market prices.

Cash deposits

At 31 March 2013, cash deposits represented £222.2m, 5.4% of total net assets. This was held with the following institutions:

| | Moody's Credit Rating 31 March 2013 | Balances at 31 March 2012 £000 | Balances at 31 March 2013 £000 |
|--|---|--|--|
| Held for investment purposes | | | |
| Northern Trust Global Investment Limited - liquidity funds | Aaa | 36,153 | 75,949 |
| Northern Trust Company - cash deposits | Aa3 | 1,858 | 17,758 |
| Royal Bank of Scotland - various accounts | A2 | 4,318 | - |
| The City of Edinburgh Council - treasury management | See below | 62,824 | 93,901 |
| Total investment cash | | 105,153 | 187,608 |
| Held for other purposes | | | |
| The City of Edinburgh Council - treasury management | See below | 26,350 | 34,616 |
| Total cash | | 131,503 | 222,224 |

The majority of Sterling cash deposits of the Fund are managed along with those of the administering authority (the City of Edinburgh Council) and other related organisations which are pooled for investment purposes as a treasury cash fund. Management of the cash fund is on a low risk basis, with security of the investments the key consideration. The Council has in place counterparty criteria.

The Fund's cash holding at the year end under its treasury management arrangements was held with the following institutions:

LOTHIAN PENSION FUND

14 Nature and extent of risk arising from financial instruments (cont'd)

| Credit risk (cont'd) | Moody's Credit Rating 31 March 2013 | Balances at 31 March 2012 £000 | Balances at 31 March 2013 £000 |
|---|---|--|--|
| Money market funds | | | |
| Deutsche Bank AG, London | Aaa | 11,792 | 13,961 |
| Goldman Sachs | Aaa | - | 13,290 |
| Bank call accounts | | | |
| Bank of Scotland | A2 | 7,571 | 12,714 |
| Royal Bank of Scotland | A3 | 8,212 | 7,088 |
| Santander UK | A2 | 7,020 | 21 |
| Barclays Bank | A2 | 6,956 | 12,531 |
| Svenska Handelsbanken | Aa3 | 11,188 | 18,117 |
| Clydesdale Bank | A2 | - | 12,502 |
| Bank near-call accounts | | | |
| Clydesdale Bank (15 Day Notice) | A2 | 1 | - |
| Bank certificates of deposit | | | |
| Standard Chartered | A1 | - | 4,900 |
| Floating rate note | | | |
| Rabobank | Aa2 | - | 4,910 |
| Building society fixed term deposits | | | |
| Nationwide Building Society | A2 | 2,599 | 4,893 |
| UK Pseudo-Sovereign risk instruments | | | |
| Other Local Authorities [1] | n/a | 23,817 | 23,590 |
| UK Government guaranteed FRNs | n/a | 10,018 | - |
| | | 89,174 | 128,517 |

[1] Very few Local Authorities have their own credit rating but they are generally assumed to have a pseudo-sovereign credit rating (which in the UK at 31 March 2013 would have been 'Aa1'). Of the £23.6m on deposit with local authorities, £12.8m is with a local authority which has a 'Aa2' credit rating from Moody's.

No breaches of the Council's counterparty criteria occurred during the reporting period and the Fund does not expect any losses from non-performance by any of its counterparties in relation to deposits.

Securities lending

The Fund participates in a securities lending programme as described above. The Fund is potentially exposed to credit risk in the event of the borrower of securities defaults. This risk is mitigated by the contractual commitment that borrowers provide collateral in excess of 100% of the value of the securities borrowed. In addition, Northern Trust has signed an agreement requiring it to make good any losses arising from the lending programme.

LOTHIAN PENSION FUND

14 Nature and extent of risk arising from financial instruments (cont'd)

Derivatives

The Fund transacts foreign currency derivatives over-the-counter and hence is exposed to credit risk in the event of a counterparty defaulting on the net payment or receipt that remains outstanding. This risk is minimised by the use of counterparties that are recognised financial intermediaries with acceptable credit ratings and by netting agreements. At 31 March 2013, the Fund was due £3.3m from over-the-counter foreign currency derivatives. However, net of liabilities, the Fund owed counterparties £17.6m.

The Fund also transacts in futures which are traded on exchanges. The risk of default is minimal due the collateralisation of the contracts and the exchange having in place controls to cover defaulting counterparties. At 31 March 2013, the Fund was due £1,067k (£445k net of liabilities) from futures.

Liquidity risk

Liquidity risk reflects the risk that the Fund will not be able to meet its financial obligations as they fall due. The Fund therefore ensures that there is adequate cash and liquid resources to meet its commitments. Cash flow projections are prepared on a regular basis to understand and manage the timing of the Fund's cash flows.

The majority (estimated to be over 75%) of the Fund's investments could be converted to cash within three months in a normal trading environment.

Refinancing risk

Refinancing risk is the risk that the Fund will be bound to replenish a significant proportion of its pension fund financial instruments at a time of unfavourable interest rates. The Fund is not bound by any obligation to replenish its investments and hence is not exposed to refinancing risk.

15 Actuarial statement

The Scheme Actuary has provide a statement describing the funding arrangements of the Fund, this can be found in at the end of this section.

16 Actuarial present value of promised retirement benefits

The actuarial value of promised retirement benefits at the accounting date, calculated in line with International Accounting Standard 19 (IAS19) assumptions, is estimated to be £4,946m (2012 £4,185m). This figure is used for statutory accounting purposes by Lothian Pension Fund and complies with the requirements of IAS26. The assumptions underlying the figure match those adopted for the Administering Authority's FRS17/IAS19 reports at each year end.

The figure is only prepared for the purposes of IAS26 and has no validity in other circumstances. In particular, it is not relevant for calculations undertaken for funding purposes and setting contributions payable to the Fund.

Financial assumptions

| | 31 March 2012 | 31 March 2013 |
|------------------------------------|------------------|------------------|
| | % p.a. | % p.a. |
| Inflation / pensions increase rate | 2.5 | 2.8 |
| Salary increase rate | 4.8 | 5.1 |
| Discount rate | 4.8 | 4.5 |

For the year ended 31 March 2013 and 31 March 2012, salary increases were estimated at 1% p.a. nominal for the three years to 31 March 2015 reverting to the long term rate thereafter.

LOTHIAN PENSION FUND

16 Actuarial present value of promised retirement benefits (cont'd)

Longevity assumptions

The life expectancy assumption is based on Fund specific statistical analysis with improvements from 2008 in line with Medium Cohort and a 1% p.a. underpin. Based on these assumptions, the average future life expectancies, in years, at age 65 are summarised below:

| | Males | Females |
|--|-------|---------|
| Current pensioners | 20.4 | 22.8 |
| Future pensioners (assumed to be currently 45) | 22.6 | 25.4 |

This assumption is the same that adopted as at 31 March 2012.

Commutation assumption

An allowance is included for future retirements to elect to take 50% of the maximum additional tax-free cash up to HMRC limits for pre-April 2009 service and 75% of the maximum tax-free cash for post-April 2009 service.

17 Debtors

| | 31 March 2012 | 31 March 2013 |
|---|------------------|------------------|
| | £000 | £000 |
| Contributions due - employers | 7,252 | 7,676 |
| Contributions due - members | 1,922 | 1,976 |
| Benefits paid in advance or recoverable | 138 | 155 |
| Pensions paid on behalf of employers | 320 | 16 |
| Sundry debtors | 321 | 361 |
| VAT | - | 13 |
| Prepayments | 125 | 102 |
| | 10,078 | 10,299 |
| Analysis of debtors | | |
| Administering Authority | 270 | 277 |
| Other Scheduled Bodies | 7,650 | 7,512 |
| Community Admission Bodies | 1,831 | 2,131 |
| Transferee Admission Bodies | 24 | 24 |
| Other Local Authorities | - | 7 |
| Central Government Bodies | - | 13 |
| Other entities and individuals | 303 | 335 |
| | 10,078 | 10,299 |

18 Creditors

| | 31 March 2012 | 31 March 2013 |
|--|------------------|------------------|
| | £000 | £000 |
| Benefits payable | 1,882 | 3,919 |
| VAT and State Scheme premiums | 500 | 52 |
| Contributions in advance | 6,591 | 10,027 |
| Miscellaneous creditors and accrued expenses | 4,030 | 2,666 |
| | 13,003 | 16,664 |

LOTHIAN PENSION FUND

| 18 Creditors (cont'd) | 31 March 2012 £000 | 31 March 2013 £000 |
|--------------------------------|--------------------------|--------------------------|
| Analysis of creditors | | |
| Other Scheduled Bodies | 6,478 | 9,952 |
| Community Admission Bodies | 113 | 75 |
| Central Government Bodies | 500 | 52 |
| Other entities and individuals | 5,912 | 6,585 |
| | 13,003 | 16,664 |

19 Additional Voluntary Contributions

Active members of the Lothian Pension Fund and the Lothian Buses Pension Fund have the option to pay additional voluntary contributions (AVCs). These AVCs are invested separately from the main funds, securing additional benefits on a money purchase basis for those members that have elected to contribute. The investment of the AVCs is managed by Standard Life and Prudential.

In accordance with regulation 4 (2) (b) of the Local Government Pension Scheme (Management and Investment of Funds) (Scotland) Regulations 2010, AVCs are not included in the pension fund financial statements.

| Contributions during year | 2011/12 £000 | 2012/13 £000 |
|---------------------------|-----------------|-----------------|
| Standard Life | 506 | 395 |
| Prudential | 705 | 1,120 |
| | 1,211 | 1,515 |

| Value at year end | 31 March 2012 £000 | 31 March 2013 £000 |
|-------------------|--------------------------|--------------------------|
| Standard Life | 5,491 | 5,968 |
| Prudential | 745 | 1,572 |
| | 6,236 | 7,540 |

20 Related party transactions

The City of Edinburgh Council

The Lothian Pension Fund, the Lothian Buses Pension Fund and the Scottish Homes Pension Fund are administered by the City of Edinburgh Council. Consequently there is a strong relationship between the Council and the Pension Funds.

The Investment and Pensions Division of the Council is responsible for administering the three Pension Funds. The Division receives an allocation of the overheads of the Council, this is based on the amount of central services consumed. This includes the pension payroll service provided by the Council. In turn, the Division allocates its costs to the three Pension Funds. Costs directly attributable to a specific Fund are charged to the relevant Fund, costs that are common to all three Funds are allocated on a defined basis.

The Council is also the single largest employer of members of the Fund and contributed £56.4m to the Fund during the year (2012 £54.5m).

LOTHIAN PENSION FUND

20 Related party transactions (cont'd)

Transactions between the Council and the Fund are managed via a holding account, each month the Fund is paid a cash sum leaving a working balance in the account to cover the month's pension payroll costs and other expected costs.

Year end balance on holding account

| 31 March 2012 | 31 March 2013 |
|------------------|------------------|
| £000 | £000 |
| 11,192 | 4,355 |

Part of the Fund's cash holdings are invested on the money markets by the treasury management operations of the Council, through a service level agreement. During the year to 31 March 2013, the fund had an average investment balance of £93.5m (2012 £95.3m), interest earned was £621.9k (2012 £737.8k).

Year end balance on treasury management account

| | 31 March 2012 | 31 March 2013 |
|------------------------------|------------------|------------------|
| | £000 | £000 |
| Held for investment purposes | 62,824 | 93,901 |
| Held for other purposes | 26,350 | 34,616 |
| | 89,174 | 128,517 |

Governance

As at 31 March 2013, all members of the Pensions Committee, with the exception of Councillor Bill Cook, were active members of the Lothian Pension Fund.

Each member of the Pensions Committee is required to declare any financial and non-financial interests they have in the items of business for consideration at each meeting, identifying the relevant agenda item and the nature of their interest.

Key management personnel

During the period from 1 April 2012 to the date of issuing of these accounts, several employees of the City of Edinburgh Council held key positions in the financial management of the Lothian Pension Fund. These employees and their financial relationship with the Fund (expressed as cash-equivalent transfer values or CETV) are set out below:

| Name | Position held | Accrued CETV as at 31 March 2012 £000 | Accrued CETV as at 31 March 2013 £000 |
|------------------|---|---|---|
| Alastair Maclean | Director of Corporate Governance | 44 | 67 |
| Clare Scott | Investment and Pensions Service Manager | 67 | 89 |
| Struan Fairbairn | Legal, Risk and Development Manager (Appointed March 2013) | - | 1 |
| John Burns | Pensions and Accounting Manager | 318 | 349 |
| Esmond Hamilton | Financial Controller | 86 | 101 |
| Bruce Miller | Investment Manager | 65 | 90 |

LOTHIAN PENSION FUND

21 Contingent liabilities and contractual commitments

The Fund has commitments relating to outstanding call payments due on unquoted limited partnership funds held in the private equity and infrastructure parts of the portfolio. The amounts 'called' by these funds are irregular in both size and timing, taking place over a period of years from the date of each original commitment. The outstanding commitments at the year end are as follows:

| | 31 March 2012 | 31 March 2013 |
|------------------------------------|------------------|------------------|
| | £000 | £000 |
| Outstanding investment commitments | 175,058 | 164,316 |

The Fund has entered into an agreement with Heywood for the provision of a pension payroll system that is integrated with the existing pension administration system (Altair). Implementation of the system will be completed during 2013/14. At 31 March 2013 there was an outstanding contractual commitment of £162k.

As at 31 March 2013, the Fund had a contingent liability in respect of fees resulting from legal action against a former employer, the Scottish Council for Research in Education and the University Court of the University of Glasgow to obtain payment of a cessation valuation. The legal action was not successful and an accrual has been made in the accounts for the Fund's legal costs and those of the defendants that will need to be reimbursed by the Fund. As of the date of the approval of these accounts, the Fund may be liable to pay an uplift on the costs of the defendants. The amount of the liability is contingent on a decision of the Court but could be up to £45k.

22 Contingent assets

There were no contingent assets at the year end.

23 Impairment losses

During the year the Fund recognised a reduction in impairment losses in respect of specific benefit over payments for which reimbursement has been requested of £25.5k. This leaves an impairment of £17.5k at the year end.

24 Prior year adjustment

The results for the year ended 31 March 2012 have been restated to reflect a change in the accounting policy on income generated by unquoted private equity and infrastructure investments. The previous policy was to treat all distributions arising from these investments as capital with the results being reported as a change in market value of investments. The new policy splits distributions into capital and income elements with the latter being included under investment income in the Fund Account. The new policy reflects the Fund's increasing investment in infrastructure which produces a significant part of its return as income.

LOTHIAN PENSION FUND

24 Prior year adjustment (cont'd)

The change has the effect of increasing the reported investment income by £6.5m and reducing the change in market value of investments by the same amount. The changes are reported in the Fund Account but there is no change to the net increase in the Fund for the year ended 31 March 2012 of £104,961k. The adjustments can be summarised as follows:

| | 2011/12 Statements as restated | Adjustments made |
|---------------------------------------|--------------------------------------|---------------------|
| | £000 | £000 |
| Fund Account 2011/12 | | |
| Investment income | 76,435 | 6,547 |
| Change in market value of investments | 17 | (6,547) |

LOTHIAN PENSION FUND

List of active employers at 31 March 2013

| Community Admitted Bodies CAB | | Scheduled Bodies SB | |
|--|-----|--|-----|
| Transferee Admitted Bodies TAB | | | |
| Almond Housing Association Ltd | CAB | Link In | CAB |
| Audit Scotland | CAB | Lothian and Borders Fire and Rescue Service | SB |
| BAM Construction Ltd | TAB | Lothian and Borders Police Force | SB |
| Barony Housing Association Ltd | CAB | Lothian Valuation Joint Board | SB |
| Broomhouse Centre Representative Council | CAB | Melville Housing Association | CAB |
| Broxburn Family Centre | CAB | Mental Welfare Commission for Scotland | CAB |
| Canongate Youth Project | CAB | Midlothian Council | SB |
| Canongate Youth Project YTS Ltd | CAB | Mitie PFI (CEC) | TAB |
| Capital City Partnership | CAB | Mitie PFI (WLC) Ltd | TAB |
| Centre for Moving Image (The) | CAB | Morrison Facilities Services Ltd | TAB |
| Children First | CAB | Museums Galleries Scotland | CAB |
| Children's Hearing Scotland | CAB | Newbattle Abbey College | CAB |
| Children's Hospice Association Scotland | CAB | North Edinburgh Dementia Care | CAB |
| Citadel Youth Centre | CAB | NSL Ltd | TAB |
| City of Edinburgh Council (The) | SB | Open Door Accommodation Project | CAB |
| Compass Chartwell | TAB | Penumbra | CAB |
| Convention of Scottish Local Authorities | CAB | Pilton Community Health Project | CAB |
| Dawn Group Ltd | TAB | Pilton Equalities Project | CAB |
| Dean Orphanage and Cauvin's Trust | CAB | Pilton Youth and Children's Project | CAB |
| Donaldson's Trust | CAB | Queen Margaret University | CAB |
| East Lothian Council | SB | Queensferry Churches Care in the Com Project | CAB |
| EDI Group Ltd | CAB | Royal Edinburgh Military Tattoo | CAB |
| Edinburgh Business School | CAB | Royal Society of Edinburgh | CAB |
| Edinburgh Cyrenians Trust | CAB | Scotland's Learning Partnership | CAB |
| Edinburgh Development Group | CAB | Scottish Adoption Agency | CAB |
| Edinburgh International Festival Society | CAB | Scottish Council for Single Homeless | CAB |
| Edinburgh Leisure | CAB | Scottish Futures Trust | CAB |
| Edinburgh Napier University | CAB | Scottish Legal Complaints Commission | CAB |
| Edinburgh Woman's Rape and Sexual Abuse Centre | CAB | Scottish Mining Museums | CAB |
| Edinburgh World Heritage Trust | CAB | Scottish Police Services Authority | SB |
| Edinburgh Colleges | SB | Scottish Water | SB |
| ELCAP | CAB | SESTRAN | SB |
| Enjoy East Lothian | CAB | Skanska UK | TAB |
| Family Advice and Information Resource | CAB | SSERC | CAB |
| Festival City Theatres Trust | CAB | St Andrew's Children's Society Limited | CAB |
| First Step | CAB | St Columba's Hospice | CAB |
| Forth and Oban Ltd | TAB | Stepping Out Project | CAB |
| Forth Estuary Transport Authority | SB | Streetwork UK Ltd | CAB |
| Four Square (Scotland) | CAB | Univ of Edinburgh (Edin College of Art) | CAB |
| Freespace Housing Association | CAB | Victim Support Scotland | CAB |
| Granton Information Centre | CAB | Visit Scotland | SB |
| Handicabs (Lothian) Ltd | CAB | Waverley Care | CAB |
| Hanover (Scotland) Housing Association | CAB | Weslo Housing Management | CAB |
| Health in Mind | CAB | West Granton Community Trust | CAB |
| Heriot-Watt University | SB | West Lothian College | SB |
| Homes for Life Housing Partnership | CAB | West Lothian Council | SB |
| HWU Students Association | CAB | West Lothian Leisure | CAB |
| Improvement Service | CAB | Wester Hailes Land and Property | CAB |
| Into Work | CAB | Young Scot Enterprise | CAB |
| ISS UK Ltd | TAB | Youthlink Scotland | CAB |
| Keymoves | CAB | | |

LOTHIAN PENSION FUND

Actuarial Statement for 2012/13

This statement has been prepared in accordance with Regulation 31A(1)(d) of the Local Government Pension Scheme (Scotland) (Administration) Regulations 2008, and Chapter 6 of the CIPFA/LASAAC Code of Practice on Local Authority Accounting in the UK 2012/13.

Description of Funding Policy

The funding policy is set out in the administering authority's Funding Strategy Statement (FSS), dated March 2012. In summary, the key funding principles are as follows:

- to ensure the long-term solvency of the overall Fund
- to minimise the degree of short-term change in employer contribution rates
- maximise the returns from investments within reasonable and considered risk parameters, and hence minimise the cost to the employer
- to ensure that sufficient cash is available to meet all liabilities as they fall due for payment
- to help employers manage their pension liabilities
- where practical and cost effective, to make allowance for the different characteristics of different employers and groups of employers.

The FSS sets out how the administering authority seeks to balance the conflicting aims of securing the solvency of the Fund and keeping employer contributions stable.

Funding position as at the last formal funding valuation

The most recent actuarial valuation carried out under Regulation 32 of the Local Government Pension Scheme (Scotland) (Administration) Regulations 2008 was as at 31 March 2011. This valuation revealed that the Fund's assets, which at 31 March 2011 were valued at £3,477 million, were sufficient to meet 96% of the liabilities (i.e. the present value of promised retirement benefits) accrued up to that date. The resulting deficit at the 2011 valuation was £142 million.

Individual employers' contributions for the period 1 April 2012 to 31 March 2015 were set in accordance with the Fund's funding policy as set out in its FSS.

Principal actuarial assumptions and method used to value the liabilities

Full details of the methods and assumptions used are described in my valuation report dated 15 February 2012.

Method

The liabilities were assessed using an accrued benefits method which takes into account pensionable membership up to the valuation date, and makes an allowance for expected future salary growth to retirement or expected earlier date of leaving pensionable membership.

LOTHIAN PENSION FUND

Assumptions

A market-related approach was taken to valuing the liabilities, for consistency with the valuation of the Fund assets at their market value.

The key financial assumptions adopted for the 2011 valuation were as follows:

| Financial assumptions | 31 March 2011 | |
|-----------------------------------|-------------------|----------------|
| | % p.a. Nominal | % p.a. Real |
| Discount rate | 5.8% | 2.9% |
| Pay increases * | 5.1% | 2.2% |
| Price inflation/Pension increases | 2.8% | - |

* plus an allowance for promotional pay increases. Short term pay growth was assumed to be 1% p.a. for 2011/12 and 2012/13, reverting to 5.1% p.a. thereafter.

The key demographic assumption was the allowance made for longevity. As a member of Club Vita, the baseline longevity assumptions adopted at this valuation were a bespoke set of VitaCurves that were specifically tailored to fit the membership profile of the Fund. Longevity improvements were in line with standard year of birth mortality tables; with medium cohort projections and a 1% p.a. underpin effective from 2008. Based on these assumptions, the average future life expectancies at age 65 are as follows:

| | Males | Females |
|--------------------|------------|------------|
| Current pensioners | 20.4 years | 22.8 years |
| Future pensioners | 22.6 years | 25.4 years |

Copies of the 2011 valuation report and Funding Strategy Statement are available on our website at www.lpf.org.uk/publications or on request from the Fund.

Experience over the period since April 2011

The administering authority monitors the funding position on a regular basis as part of its risk management programme with the next funding update to be produced at 31 March 2013. It showed that the funding level (excluding the effect of any membership movements) had fallen from 96% to 87% due, primarily, to falling bond yields. This has been partially offset by strong returns over 2012/13.

The next actuarial valuation will be carried out as at 31 March 2014. The Funding Strategy Statement will also be reviewed at that time.

Richard Warden
Fellow of the Institute and Faculty of Actuaries

For and on behalf of
Hymans Robertson LLP
20 Waterloo Street
Glasgow
G2 6DB
30 May 2013

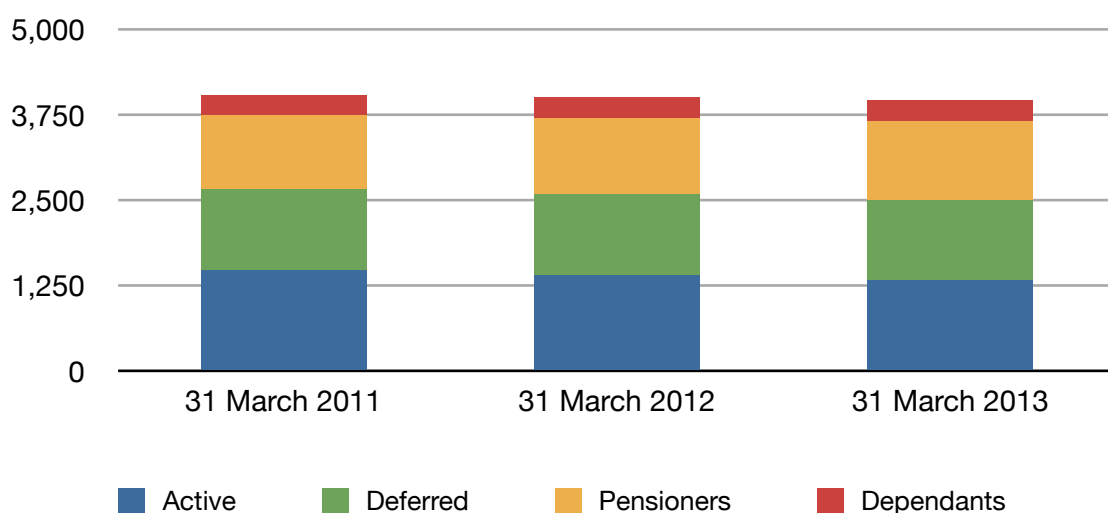


LOTHIAN BUSES PENSION FUND

Membership

| Status | Membership at 31/03/2011 | Membership at 31/03/2012 | Membership at 31/03/2013 |
|--------------|--------------------------|--------------------------|--------------------------|
| Active | 1,479 | 1,407 | 1,335 |
| Deferred | 1,182 | 1,179 | 1,163 |
| Pensioners | 1,092 | 1,122 | 1,163 |
| Dependants | 292 | 303 | 310 |
| Total | 4,045 | 4,011 | 3,971 |

Fund membership



Funding

Benefits are funded by contributions and investment earnings. Contributions are made by active members of the Fund in accordance with the Local Government Pension Scheme (Benefits, Membership and Contributions) (Scotland) Regulations 2008. These contributions are payable at a certain rate for a band of earnings, for the year ended 31 March 2013 the contribution rates were as follows:

| Full time equivalent pensionable pay (2012/13) | Rate |
|--|-------------------------|
| Less than £19,971 | 5.5% |
| Between £19,971 and £25,948 | Between 5.6% and 6.0% |
| Between £25,949 and £32,567 | Between 6.1% and 6.5% |
| Between £32,568 and £45,915 | Between 6.6% and 7.5% |
| Between £45,916 and £51,727 | Between 7.6% and 8.0% |
| Between £51,728 and £69,262 | Between 8.1% and 9.0% |
| Between £69,263 and £104,782 | Between 9.1% and 10.0% |
| Between £104,783 and £240,383 | Between 10.1% and 11.2% |

Employers' contributions are set at the triennial actuarial valuation. The contribution rates for the year ended 31 March 2013 were based on the actuarial valuation at 31 March 2011. For the nine months to 31 December 2012 the rate was 19.6% of pensionable pay and 19.9% for the three months to 31 March 2013 for service currently being accrued.

More information on funding can be found in the Actuarial Statement for 2012/13 at the end of this section.

LOTHIAN BUSES PENSION FUND

Investment strategy

Following the completion of the 2011 actuarial valuation, an in-depth review of Lothian Buses Pension Fund's investment strategy has been undertaken.

The review concluded that there is scope to reduce the Fund's investment risk in the long-term with a focus over the coming years on capital preservation, investment income and reducing the absolute volatility of the Fund.

The strategy for 2012-2017 is set out in the table shown and has private equity reclassified in Equities rather than Alternative investments. Investments in the Alternatives category include property, infrastructure, timber and corporate bonds. Asset allocations limits under normal financial conditions are also shown.

| Investment strategy | Interim benchmark at 31 March 2013 % | Strategy for 2012 - 2017 % | Asset allocation limits minimum – maximum % |
|---------------------|--|----------------------------------|---|
| Equities | 62.5 | 55.0 | 45 – 65 |
| Index linked gilts | 10.0 | 15.0 | 10 - 30 |
| Corporate bonds | 10.0 | - | |
| Alternatives | 17.5 | 30.0 | 10 – 35 |
| Cash | - | - | 0 - 10 |
| TOTAL | 100.0 | 100.0 | |

The objective of the Fund has been redefined so that the target return over long-term economic cycles (typically 5 years or more) is the achievement of the same return as that generated by the strategic allocation, and over shorter periods, the Fund should perform better than the strategic allocation if markets fall significantly.

The Fund will gradually implement the new strategy over the next few years.

Investment performance

Annualised returns to 31 March 2013 (% per year)

| | 1 Year | 3 Years | 10 Years |
|----------------------------|--------|---------|----------|
| Lothian Buses Pension Fund | 16.4 | 10.4 | 11.3 |
| Benchmark | 13.8 | 8.7 | 10.1 |
| Retail Price Index | 3.3 | 4.1 | 3.3 |
| National Average Earnings | (0.6) | 1.0 | 2.7 |

The absolute performance of Lothian Buses Pension Fund was over the 12 month period was +16.4% and three-year performance was +10.4% per annum. Over both time periods the performance was above the benchmark return.

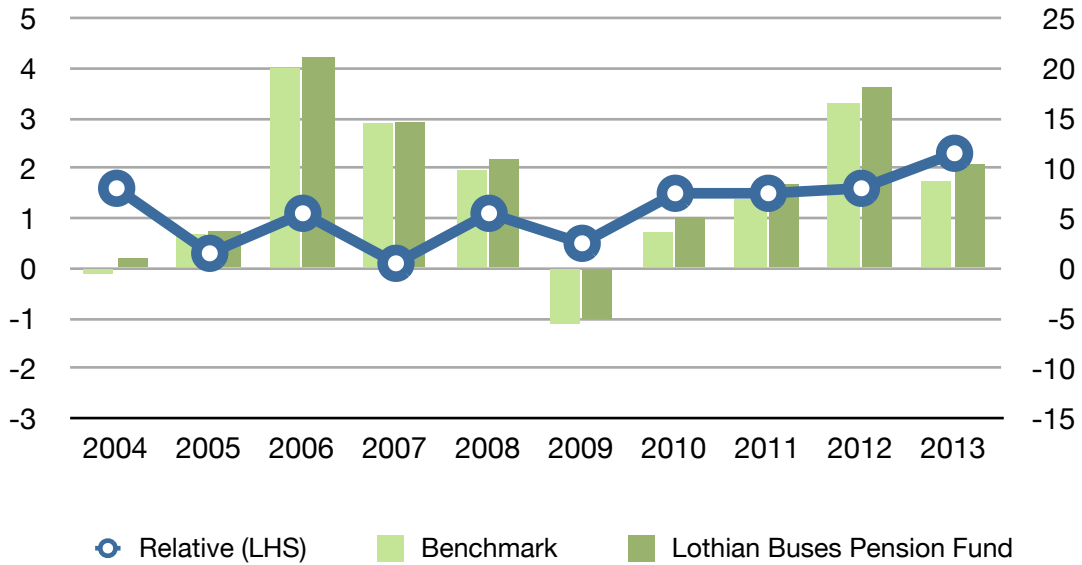
Over 10 years, the Fund returned +11.3% per annum, ahead of its benchmark by 1.0% per year and also well ahead of measures of inflation, including the retail price index and national average earnings.

Despite strong investment returns, the actual funding level has fallen from 112.4% at the time of the last actuarial valuation on 31 March 2011 to 102.5% at 31 March 2013, largely as a result of falling real gilt yields, which caused an increase in the value of liabilities.

LOTHIAN BUSES PENSION FUND

Annualised 3 yearly returns ending 31 March (% per year)

Target is for the Fund to outperform the benchmark by 1.5% per year over 3 years (target prior to October 2009 target was 1%)



| | 2004 | 2005 | 2006 | 2007 | 2008 | 2009 | 2010 | 2011 | 2012 | 2013 |
|-----------|-------|------|------|------|------|-------|------|------|------|------|
| Fund | 1 | 3.7 | 21.1 | 14.6 | 10.9 | (5.1) | 5.1 | 8.4 | 18.1 | 10.4 |
| Benchmark | (0.6) | 3.4 | 20 | 14.5 | 9.8 | (5.6) | 3.6 | 6.9 | 16.5 | 8.7 |
| Relative | 1.6 | 0.3 | 1.1 | 0.1 | 1.1 | 0.5 | 1.5 | 1.5 | 1.6 | 2.3 |

LOTHIAN BUSES PENSION FUND

Fund Account for the year ended 31 March 2013

| 2011/12 £000 | | Note | 2012/13 £000 |
|-----------------|--|--------|-----------------|
| | Income | | |
| 8,128 | Contributions from employer | 2 | 7,147 |
| 2,358 | Contributions from members | | 2,261 |
| - | - Transfers from other schemes | | - |
| 10,486 | | | 9,408 |
| | Less: expenditure | | |
| 6,580 | Pension payments including increases | | 7,015 |
| 1,712 | Lump sum retirement payments | | 2,136 |
| 144 | Lump sum death benefits | | 237 |
| 67 | Transfers to other schemes | 3 | 114 |
| 145 | Administrative expenses | 4 | 110 |
| 8,648 | | | 9,612 |
| 1,838 | Net (withdrawals) / additions from dealing with members | | (204) |
| | Returns on investments | | |
| 5,455 | Investment income | 5 | 5,913 |
| 7,784 | Change in market value of investments | 7a, 8b | 35,800 |
| (641) | Investment management expenses | 6 | (1,047) |
| 12,598 | Net returns on investments | | 40,666 |
| 14,436 | Net increase in the Fund during the year | | 40,462 |
| 257,012 | Net assets of the Fund at 1 April 2012 | | 271,448 |
| 271,448 | Net assets of the Fund at 31 March 2013 | 8a, 8c | 311,910 |

LOTHIAN BUSES PENSION FUND

Net Assets Statement as at 31 March 2013

| 31 March 2012 £000 | | Note | 31 March 2013 £000 |
|----------------------------|--|--------|-----------------------|
| Investments | | | |
| 267,415 | Assets | | 309,255 |
| (245) | Liabilities | | (490) |
| 267,170 | | 7, 9 | 308,765 |
| Current assets | | | |
| 629 | The City of Edinburgh Council | 15 | 459 |
| 2,759 | Cash balances | 9, 15 | 1,913 |
| 951 | Debtors | 12 | 894 |
| 4,339 | | | 3,266 |
| Current liabilities | | | |
| (61) | Creditors | 13 | (121) |
| 4,278 | Net current assets | | 3,145 |
| 271,448 | Net assets of the Fund at 31 March 2013 | 8a, 8c | 311,910 |

The unaudited accounts were issued on 24 June 2013 and the audited accounts were authorised for issue on 24 September 2013.

JOHN BURNS FCMA CGMA
Pensions and Accounting Manager
24 September 2013

Notes to the net asset statement

The financial statements summarise the transactions of the Fund during the year and its net assets at the year end. They do not take account of the obligations to pay pensions and benefits which fall due after the end of the year. The actuarial position of the Fund, which does take account of such obligations, is discussed in the Actuarial Valuation section of this report and these financial statements should be read in conjunction with that information. In addition, as required by IAS26, the Actuarial Present Value of Promised Retirement Benefits is disclosed in the notes to these financial statements.

LOTHIAN BUSES PENSION FUND

Notes to the Accounts

1 Events after the balance sheet date

There have been no events since 31 March 2013, and up to the date when these accounts were authorised, that require any adjustments to these accounts.

2 Contributions from employer

| | 2011/12 | 2012/13 |
|--------------------------------|--------------|--------------|
| | £000 | £000 |
| Lothian Buses Plc | | |
| Normal (ongoing contributions) | 7,300 | 7,147 |
| Deficit funding | 556 | - |
| | 7,856 | 7,147 |
| Pension strain | 272 | - |
| Total | 8,128 | 7,147 |

The Lothian Buses Pension Fund is a single employer pension fund for employees of Lothian Buses Plc. The Lothian Buses Fund was set up in 1986 under the Local Government Superannuation (Funds) (Scotland) regulations 1986 (SSI 115/1986).

In 2011/12 the employer contributions included an element in respect of deficit funding. The part of the contribution attributable to deficit funding as shown above, was calculated based on a future service contribution rate of 21.1% (as stated in the actuarial valuation of 31 March 2008). The deficit recovery period was the estimated future working lifetime of current active members.

In 2012/13, no deficit funding was required (as stated in the actuarial valuation of 31 March 2011). The employer paid an agreed contribution rate of 19.9% on pensionable salaries, this rate is defined in actuarial valuation.

Where the employer makes certain decisions which result in additional benefits being paid out to a member, or benefits being paid early, this results in a "strain" on the Fund. The resulting pension strain costs are calculated and recharged in full to the employer.

3 Transfers out to other pension schemes

| | 2011/12 | 2012/13 |
|----------------------|---------|---------|
| | £000 | £000 |
| Group transfers | - | - |
| Individual transfers | 67 | 114 |
| | 67 | 114 |

4 Administrative expenses

| | 2011/12 | 2012/13 |
|---|---------|---------|
| | £000 | £000 |
| Employee costs | 65 | 58 |
| The City of Edinburgh Council - pension payroll costs | 15 | 13 |
| The City of Edinburgh Council - other support costs | 22 | 16 |
| System costs | 7 | 10 |
| Actuarial fees | 24 | 7 |
| External Audit fees | 2 | 2 |

LOTHIAN BUSES PENSION FUND

| | | | |
|----------|---|------------|------------|
| 4 | Administrative expenses (cont'd) | | |
| | Legal fees | 3 | - |
| | Printing and postage | 3 | 2 |
| | Depreciation | 2 | 2 |
| | Sundry costs less sundry income | 2 | - |
| | | 145 | 110 |

The Investments and Pensions Division of the Council is responsible for administering the three pension Funds. The Division receives an allocation of the overheads of the Council. In turn the Division allocates administration and investment costs to the three pension funds. Costs directly attributable to a specific fund are charged to the relevant Fund, costs that are common to all three funds are allocated on a defined basis.

In 2012 the administration costs were allocated based on the value of the funds as at the end of the year. In 2013 the administration costs allocation basis were modified to a more stable basis which better reflects the underlying cost drivers. Pension payroll costs were allocated based on the number of pensioners during the year and all other costs were allocated based on the number of members of each Fund.

| | | | |
|----------|--|----------------|----------------|
| 5 | Investment income | 2011/12 | 2012/13 |
| | | £000 | £000 |
| | Dividends from equities | 3,573 | 4,054 |
| | Income from pooled investment vehicles | 1,789 | 1,802 |
| | Interest on cash deposits | 45 | 31 |
| | Securities lending and sundries | 131 | 96 |
| | | 5,538 | 5,983 |
| | Irrecoverable withholding tax | (83) | (70) |
| | | 5,455 | 5,913 |

| | | | |
|----------|---|----------------|----------------|
| 6 | Investment management expenses | 2011/12 | 2012/13 |
| | | £000 | £000 |
| | External management fees | 545 | 892 |
| | Employee costs | 43 | 51 |
| | Custody fees | 3 | 51 |
| | Engagement and voting fees | 5 | 5 |
| | Performance measurement fees | 4 | 3 |
| | Investment consultancy fees | 2 | 15 |
| | System costs | 11 | 10 |
| | Legal fees | 1 | 4 |
| | The City of Edinburgh Council - other support costs | - | 8 |
| | Sundry costs | 27 | 8 |
| | | 641 | 1,047 |

The Investments and Pensions Division of the Council is responsible for administering the three pension Funds. The Division receives an allocation of the overheads of the Council. In turn the Division allocates administration and investment costs to the three pension funds. Costs directly attributable to a specific fund are charged to the relevant Fund, costs that are common to all three funds are allocated on a defined basis.

In 2012/13 and 2011/12 the shared investment management expenses were allocated based on the value of the Funds as at the end of the year.

LOTHIAN BUSES PENSION FUND

| 7 | Net investment assets | 31 March 2012 £000 | 31 March 2013 £000 |
|---|---|--------------------------|--------------------------|
| | Investment assets | | |
| | Equities | 169,629 | 214,633 |
| | Pooled investment vehicles | 93,708 | 80,844 |
| | Deposits | 3,388 | 11,850 |
| | Other investment assets | | |
| | Due from broker | - | 1,104 |
| | Dividends and other income due | 690 | 824 |
| | | 690 | 1,928 |
| | Total investment assets | 267,415 | 309,255 |
| | Investment liabilities | | |
| | Other financial liabilities - due to broker | (245) | (490) |
| | Total investment liabilities | (245) | (490) |
| | Net investment assets | 267,170 | 308,765 |

At 31st March 2013, Lothian Buses Pension Fund was transitioning from UK equities to global equities. As a result, there were balances due to and from brokers in respect of this transition.

| 7a | Reconciliation of movement in investments | | | | |
|--|---|------------------------------|---------------------------|---|--|
| | Market value at 1 April 2012 £000 | Purchases at cost £000 | Sales proceeds £000 | Change in market value £000 | Market value at 31 March 2013 £000 |
| Equities | 169,629 | 43,698 | (27,377) | 28,683 | 214,633 |
| Pooled investment vehicles | 93,708 | 5,889 | (25,617) | 6,864 | 80,844 |
| | 263,337 | 49,587 | (52,994) | 35,547 | 295,477 |
| Other financial assets / (liabilities) | | | | | |
| Cash deposits | 3,388 | | | 252 | 11,850 |
| Broker balances | (245) | | | 1 | 614 |
| Dividends due | 690 | | | | 824 |
| | 3,833 | | | 253 | 13,288 |
| Net financial assets | 267,170 | | | 35,800 | 308,765 |
| | | | | | |
| | Market value at 1 April 2011 £000 | Purchases at cost £000 | Sales proceeds £000 | Change in market value £000 | Market value at 31 March 2012 £000 |
| Equities | 159,766 | 31,632 | (22,181) | 412 | 169,629 |
| Pooled investment vehicles | 91,446 | 8,293 | (13,388) | 7,357 | 93,708 |
| | 251,212 | 39,925 | (35,569) | 7,769 | 263,337 |
| Other financial assets / (liabilities) | | | | | |
| Cash deposits | 2,387 | | | (17) | 3,388 |
| Broker balances | 27 | | | - | (245) |
| Dividends due | 485 | | | 32 | 690 |
| | 2,899 | | | 15 | 3,833 |
| Net financial assets | 254,111 | | | 7,784 | 267,170 |

LOTHIAN BUSES PENSION FUND

7a Reconciliation of movement in investments (cont'd)

The change in market value of investments during the year comprises all increases and decreases in the market value of investments held at any time during the year, including profits and losses realised on sales of investments during the year.

Transaction costs are included in the cost of purchases and sale proceeds. Transaction costs include costs charged directly to the Fund such as fees, commissions, stamp duty and other fees. Transaction costs incurred during the year amounted to £82k (2012 £81k). In addition to the transaction costs disclosed above, indirect costs may be incurred through the bid-offer spread on some pooled investment vehicles, the amount of any such costs is not separately provided to the Fund.

7b Analysis of investments (at market value)

| | Market value at 31 March 2012 £000 | Market value at 31 March 2013 £000 |
|-----------------------------------|---------------------------------------|---------------------------------------|
| Equities | | |
| UK quoted | 29,229 | 32,742 |
| Overseas quoted | 140,400 | 181,891 |
| | 169,629 | 214,633 |
| Pooled investment vehicles | | |
| UK | | |
| Managed funds - property | 24,381 | 22,931 |
| In-house equities | 21,604 | - |
| Managed funds - other bonds | 40,164 | 45,683 |
| Overseas | | |
| Infrastructure and timber | 7,559 | 12,230 |
| | 93,708 | 80,844 |

7c Investment managers and mandates

| Manager | Mandate | Market value at 31 March 2012 | | Market value at 31 March 2013 | |
|-----------------|-------------------------------------|-------------------------------|------------------|-------------------------------|------------------|
| | | £000 | % of total funds | £000 | % of total funds |
| Baillie Gifford | Multi asset | 201,125 | 75.3 | 237,568 | 77.0 |
| In-house | UK equities | 21,603 | 8.1 | - | - |
| In-house | Global equities | - | - | 15,516 | 5.0 |
| Standard Life | Property managed fund | 24,381 | 9.1 | 22,931 | 7.4 |
| In-house | Private equity quoted | 4,956 | 1.9 | 6,370 | 2.1 |
| In-house | Infrastructure unquoted | 4,810 | 1.8 | 8,484 | 2.7 |
| In-house | Infrastructure quoted | 4,893 | 1.8 | 5,427 | 1.8 |
| In-house | Timber | 2,749 | 1.0 | 2,897 | 0.9 |
| In-house | Secured loans | 1,780 | 0.7 | 1,552 | 0.5 |
| In-house | Alternatives cash | 115 | - | 859 | 0.3 |
| | Total alternative investment | 19,303 | 7.2 | 25,589 | 8.3 |
| In-house | Cash | 758 | 0.3 | 7,161 | 2.3 |
| | Net financial assets | 267,170 | 100.0 | 308,765 | 100.0 |

LOTHIAN BUSES PENSION FUND

7d Investments representing more than 5% of the net assets of the Fund

| | Market value at 31 March 2012 £000 | % of net assets of the Fund % | Market value at 31 March 2013 £000 | % of net assets of the Fund % |
|--|---------------------------------------|----------------------------------|---------------------------------------|----------------------------------|
| In-house UK equities pooled fund | 21,603 | 8.0 | - | - |
| Standard Life property fund | 24,381 | 9.0 | 22,931 | 7.4 |
| Baillie Gifford inv grade bond fund | 19,684 | 7.3 | 22,551 | 7.2 |
| Baillie Gifford index linked gilt fund | 20,480 | 7.5 | 23,132 | 7.4 |

7e Investments representing more than 5% of any investment class

| | Class | Market value at 31 March 2012 £000 | Percent of class 31 March 2012 % | Market value at 31 March 2013 £000 | Percent of class 31 March 2013 % |
|--|--------------|---------------------------------------|-------------------------------------|---------------------------------------|-------------------------------------|
| In-house UK equities pooled fund | Pooled funds | 21,603 | 23.1 | - | - |
| Standard Life property fund | Pooled funds | 24,381 | 26.0 | 22,931 | 28.4 |
| Baillie Gifford inv grade bond fund | Pooled funds | 19,684 | 21.0 | 22,551 | 27.9 |
| Baillie Gifford index linked gilt fund | Pooled funds | 20,480 | 21.9 | 23,132 | 28.6 |

7f Securities lending

During the year Lothian Pension Fund participated in two securities lending arrangements. The arrangement with the Northern Trust Company covers the main investments of the Fund. As at 31 March 2013, £9.2m (2012 £12.5m) of securities were released to third parties. Collateral valued at 106.8% (2012 107.1%) of the market value of the securities on loan was held at that date. The arrangement with Blackrock related to the Fund's holding of FTSE 250 iShares ceased during the year.

8 Financial instruments

8a Classification of financial instruments

Accounting policies describe how different asset classes of financial instruments are measured, and how income and expenses, including fair value gains and losses, are recognised. The following table analyses the fair value amounts of financial assets and liabilities by category and net assets statement heading. No financial assets were reclassified during the accounting period.

All financial instruments are marked to market (at fair value) in the Fund's accounting records hence there is no difference between the carrying value and fair value.

LOTHIAN BUSES PENSION FUND

8a Classification of financial instruments (cont'd)

| | 31 March 2012 | | | 31 March 2013 | | |
|--|---|-------------------------------|---|---|-------------------------------|---|
| | Designated as fair value through fund account £000 | Loans and receivables £000 | Financial liabilities at amortised cost £000 | Designated as fair value through fund account £000 | Loans and receivables £000 | Financial liabilities at amortised cost £000 |
| Financial assets | | | | | | |
| Investment assets | | | | | | |
| Equities | 169,629 | | | 214,633 | | |
| Pooled investments | 93,708 | | | 80,844 | | |
| Cash | | 3,388 | | | 11,850 | |
| Debtors | | - | | | 1,103 | |
| Other investment balances | | 690 | | | 825 | |
| | 263,337 | 4,078 | - | 295,477 | 13,778 | - |
| Other assets | | | | | | |
| The City of Edinburgh Council | | 629 | | | 459 | |
| Cash | | 2,759 | | | 1,913 | |
| Debtors | | 951 | | | 894 | |
| | - | 4,339 | - | - | 3,266 | - |
| Assets total | 263,337 | 8,417 | - | 295,477 | 17,044 | - |
| Financial liabilities | | | | | | |
| Investment liabilities | | | | | | |
| Other investment balance | (245) | | | (490) | | |
| | (245) | - | - | (490) | - | - |
| Other liabilities | | | | | | |
| Creditors | | | (61) | | | (121) |
| | - | - | (61) | - | - | (121) |
| Liabilities total | (245) | - | (61) | (490) | - | (121) |
| Net asset total | 263,092 | 8,417 | (61) | 294,987 | 17,044 | (121) |
| Total net financial instruments | | | 271,448 | | | 311,910 |

8b Net gains and losses on financial instruments

| | 2011/12 £000 | 2012/13 £000 |
|---|-----------------|-----------------|
| Designated as fair value through fund account | 7,769 | 35,547 |
| Loans and receivables | 15 | 253 |
| Financial liabilities at amortised cost | - | - |
| Total | 7,784 | 35,800 |

8c Valuation of financial instruments carried at fair value

The valuation of financial instruments has been classified into three levels, according to the quality and reliability of information used to determine fair values.

LOTHIAN BUSES PENSION FUND

8c Valuation of financial instruments carried at fair value (cont'd)

Level 1

Financial instruments at Level 1 are those where the fair values are derived from unadjusted quoted prices in active markets for identical assets or liabilities. Products classified as level 1 comprise quoted equities and unit trusts. Listed investments are shown at bid prices. The bid value of the investment is based on the bid market quotation of the relevant stock exchange.

Level 2

Financial instruments at Level 2 are those where quoted market prices are not available; for example, where an instrument is traded in a market that is not considered to be active, or where valuation techniques are used to determine fair value and where these techniques use inputs that are based significantly on observable market data.

Level 3

Financial instruments at Level 3 are those where at least one input that could have a significant effect on the instrument's valuation is not based on observable market data. Such instruments would include unquoted equity investments, which are valued using various valuation techniques that require significant judgement in determining appropriate assumptions.

The values of the investments in unlisted private equity, infrastructure and timber are based on valuations provided by the general partners to the funds in which the Fund has invested. These valuations are prepared in accordance with the International Private Equity and Venture Capital Valuation Guidelines or similar guidelines provided by the British Venture Capital Association, which follow the valuation principles of International Financial Reporting Standards (IFRS). The valuations are usually undertaken annually at the end of December. Cash flow adjustments are used to roll forward the valuations to 31 March as appropriate.

The following table provides an analysis of the financial assets and liabilities of the Fund grouped into Levels 1 to 3, based on the level at which the fair value is observable.

| | 31 March 2013 | | | |
|---|-----------------|-----------------|-----------------|----------------|
| | Level 1 £000 | Level 2 £000 | Level 3 £000 | Total £000 |
| Financial assets | | | | |
| Designated as fair value through fund account | 283,247 | | 12,230 | 295,477 |
| Loans and receivables | 17,044 | | | 17,044 |
| Total financial assets | 300,291 | - | 12,230 | 312,521 |
| Financial liabilities | | | | |
| Designated as fair value through fund account | (490) | | | (490) |
| Financial liabilities at amortised cost | (121) | | | (121) |
| Total financial liabilities | (611) | - | - | (611) |
| Net financial assets | 299,680 | - | 12,230 | 311,910 |

| | 31 March 2012 | | | |
|---|-----------------|-----------------|-----------------|----------------|
| | Level 1 £000 | Level 2 £000 | Level 3 £000 | Total £000 |
| Financial assets | | | | |
| Designated as fair value through fund account | 255,778 | | 7,559 | 263,337 |
| Loans and receivables | 8,417 | | | 8,417 |
| Total financial assets | 264,195 | - | 7,559 | 271,754 |
| Financial liabilities | | | | |
| Designated as fair value through fund account | (245) | | | (245) |
| Financial liabilities at amortised cost | (61) | | | (61) |
| Total financial liabilities | (306) | - | - | (306) |
| Net financial assets | 263,889 | - | 7,559 | 271,448 |

9 Nature and extent of risk arising from financial instruments

Risk and risk management

The Fund's primary aim is to ensure that all members and their dependants receive their benefits when they become payable. The investment strategy aims to maximise the returns from investments within reasonable risk parameters and hence minimise the long-term cost to the employer. The Fund achieves this by investing in a diverse range of assets to reduce risk to an acceptable level. In addition, the fund ensures that sufficient cash is available to meet all liabilities when they are due to be paid.

Responsibility for the Fund's overall investment strategy rests with the Pensions Committee. The Investment Strategy Panel and the internal investment team monitor investment risks on a regular basis. Investment risk management tools are used to identify and analyse risks faced by the Fund's investments.

Consideration of the Fund's investment risk is part of the overall risk management of the pensions operations. Risks are reviewed regularly to reflect changes in activity and market conditions.

Types of investment risks

There are various ways of considering investment risks for pension funds. For the purposes of this note, market risk is the potential for an investor to experience losses from falls in the prices of investments. All financial instruments, including cash deposits, present a risk of loss of capital and risks vary depending on different asset classes.

Investment risk also changes over time as economic conditions and investor sentiment change. The Fund considers overall fluctuations in prices arising from a variety of sources: market risk, foreign exchange risk, interest rate risk, credit risk, etc. The different risks may, to some extent, offset each other.

The overall investment risk of the Fund depends on the actual mix of assets and encompasses all the different elements of risk.

The Fund manages these risks in a number of ways:

- assessing and establishing acceptable levels of market risk when setting overall investment strategy. Importantly, risk is considered relative to the liabilities of the Fund
- diversification of investments in terms of type of asset, geographical and industry sectors as well as individual securities
- taking stewardship responsibilities seriously and pursuing constructive engagement with the companies in which we invest
- monitoring market risk and market conditions to ensure risk remains within tolerable levels.

The Fund may use equity futures contracts from time to time to manage market risk. Exchange traded options are not used by the Fund.

Sensitivity analysis

Asset prices have a tendency to fluctuate. The degree of such fluctuation is known as "volatility" and it differs by asset class. The table below sets out the long-term volatility assumptions used in the Fund's asset-liability modelling undertaken by the Fund's investment adviser KPMG:

LOTHIAN BUSES PENSION FUND

9 Nature and extent of risk arising from financial instruments (cont'd)

| Asset type | Potential price movement (+ or -) |
|------------------------------|-----------------------------------|
| Equities - developed markets | 20.0% |
| Private equity | 30.0% |
| Timber | 30.0% |
| Secured loans | 10.0% |
| Corporate bonds | 10.5% |
| Index-linked gilts | 7.0% |
| Infrastructure | 8.0% |
| Property | 13.0% |
| Cash | 1.6% |

Sensitivity analysis

Volatility is the standard deviation of annual returns. In two years out of three, the asset's change in value (which could be a gain or a loss) is expected to be lower than the volatility figure, but in one year out of three, the change in value is expected to be higher than the volatility figure.

Asset classes do not always move in line with each other. The extent to which assets move together is known as their "correlation". A lower correlation means that there is less risk of assets losing value at the same time. The overall Fund benefits from "diversification" because it invests in different asset classes, which don't all move in line with each other. The following table shows the risks at the asset class level and the overall Fund level, with and without allowance for correlation.

| Asset type | Value at 31 March 2013 £000 | % of fund | Potential Change + / - % | Value on increase £000 | Value on decrease £000 |
|------------------------------|--------------------------------|-----------|-----------------------------|---------------------------|---------------------------|
| Equities - developed markets | 207,400 | 67.2 | 20.0 | 248,880 | 165,920 |
| Private equity | 6,370 | 2.1 | 30.0 | 8,281 | 4,459 |
| Timber | 2,897 | 0.9 | 30.0 | 3,766 | 2,028 |
| Secured loans | 1,552 | 0.5 | 10.0 | 1,707 | 1,397 |
| Corporate bonds | 22,551 | 7.3 | 10.5 | 24,919 | 20,183 |
| Index-linked gilts | 23,133 | 7.5 | 7.0 | 24,752 | 21,514 |
| Infrastructure | 13,911 | 4.5 | 8.0 | 15,024 | 12,798 |
| Property | 22,931 | 7.4 | 13.0 | 25,912 | 19,950 |
| Cash | 8,020 | 2.6 | 1.6 | 8,148 | 7,892 |
| Total [1] | 308,765 | 100.0 | 17.0 | 361,389 | 256,141 |
| Total [2] | 308,765 | | 14.8 | 354,462 | 263,068 |
| Total [3] | 308,765 | | 13.6 | 350,757 | 266,773 |

[1] No allowance for correlations between assets

[2] Including allowance correlations for between assets

[3] Including allowance for correlation between assets and liabilities.

The value on increase/decrease columns illustrates the £m effect of the percentage change in the volatility column. The actual annual change in value is expected to be lower than this in two years out of three, but higher in one year out of three.

It can be seen that the risk to the overall Fund assets is lower than the total of the risks to the individual assets[2].

LOTHIAN BUSES PENSION FUND

9 Nature and extent of risk arising from financial instruments (cont'd)

However, because the purpose of a pension scheme is to make payments to scheme beneficiaries, the true risk of a pension scheme is not measured in absolute terms, but relative to its liabilities[3]. The risk is lower than the absolute asset risk, due to the impact of correlation with the discount rate used to value the liabilities.

This risk analysis incorporates volatility from market, interest rate, foreign exchange, credit, and all other sources of risk, and, importantly, makes allowance for how these risks may offset each other.

Credit risk

Credit risk represents the risk that the counterparty to a transaction or a financial instrument will fail to discharge an obligation and cause the Fund to incur a financial loss. The market values of investments generally reflect an assessment of credit risk in their pricing and consequently the risk of loss is implicitly provided for in the value of the Fund's assets and liabilities (as outlined in Market Risk above).

In essence, the Fund's entire investment portfolio is exposed to some sort of credit risk. However through the selection of counterparties, brokers and financial institutions the Fund reduces the credit risk that may occur through the failure to settle a transaction in a timely manner.

Cash deposits, derivatives and stock lending are the major areas of credit exposure where credit risk is not reflected in market prices.

Cash deposits

At 31 March 2013, cash deposits represented £13.7m, 4.4% of total net assets. This was held with the following institutions:

| | Moody's Credit Rating at 31 March 2013 | Balances at 31 March 2012 £000 | Balances at 31 March 2013 £000 |
|--|--|--|--|
| Held for investment purposes | | | |
| Northern Trust Global Investment Limited - liquidity funds | <i>Aaa</i> | 2,144 | 10,207 |
| Northern Trust Company - cash deposits | <i>Aa3</i> | 487 | 947 |
| The City of Edinburgh Council - treasury management | <i>See below</i> | 757 | 696 |
| Total investment cash | | 3,388 | 11,850 |
| Held for other purposes | | | |
| The City of Edinburgh Council - treasury management | <i>See below</i> | 2,759 | 1,913 |
| Total cash | | 6,147 | 13,763 |

The majority of Sterling cash deposits of the Fund are managed along with those of the administering authority (the City of Edinburgh Council) and other related organisations which are pooled for investment purposes as a treasury cash fund. Management of the cash fund is on a low risk basis, with security of the investments the key consideration while at the same time seeking innovative and secure cash management opportunities.

As at 31 March 2013 £6.5m of cash was held by Northern Trust in respect of transition activity. Post year end £6.3m of this was transferred to City of Edinburgh Council treasury management.

LOTHIAN BUSES PENSION FUND

9 Nature and extent of risk arising from financial instruments (cont'd)

Cash deposits (cont'd)

As well as lending monies to other local authorities, the Council has purchased UK Government Treasury Bills as well as Bonds and Floating Rate Notes with an explicit UK Government Guarantee.

The Fund's cash holding at the year end under its treasury management arrangements was held with the following institutions:

| | Moody's Credit Rating at 31 March 2013 | Balances at 31 March 2012 £000 | Balances at 31 March 2013 £000 |
|---|--|--|--|
| Money market funds | | | |
| Deutsche Bank AG, London | Aaa | 465 | 284 |
| Goldman Sachs | Aaa | - | 270 |
| Bank call accounts | | | |
| Bank of Scotland | A2 | 299 | 258 |
| Royal Bank of Scotland | A3 | 324 | 144 |
| Santander UK | A2 | 277 | - |
| Barclays Bank | A2 | 274 | 255 |
| Svenska Handelsbanken | Aa3 | 442 | 368 |
| Clydesdale Bank | A2 | - | 254 |
| Bank certificates of deposit | | | |
| Standard Chartered | A1 | - | 100 |
| Floating Rate Note | | | |
| Rabobank | Aa2 | - | 100 |
| Building Society fixed term deposits | | | |
| Nationwide Building Society | A2 | 103 | 99 |
| UK pseudo-sovereign risk instruments | | | |
| Other Local Authorities [1] | n/a | 938 | 477 |
| UK Government guaranteed FRNs | n/a | 394 | - |
| | | 3,516 | 2,609 |

[1] Very few Local Authorities have their own credit rating but they are generally assumed to have a pseudo-sovereign credit rating (which in the UK at 31 March 2013 would have been 'Aa1'). Of the £477k on deposit with local authorities at 31 March 2013, £249k is with a local authority which has a 'Aa2' credit rating from Moody's.

No breaches of the Council's counterparty criteria occurred during the reporting period and the Fund does not expect any losses from non-performance by any of its counterparties in relation to deposits.

Securities lending

The Fund participates in a security lending programme as described above. The Fund is potentially exposed to credit risk in the event of the borrower of stock defaults. This risk is mitigated by the contractual commitment that borrowers provide collateral in excess of 100% of the value of the securities borrowed. In addition, Northern Trust has signed an agreement requiring it to make good any losses arising from the lending programme.

LOTHIAN BUSES PENSION FUND

9 Nature and extent of risk arising from financial instruments (cont'd)

Liquidity risk

Liquidity risk reflects the risk that the Fund will not be able to meet its financial obligations as they fall due. The Fund therefore ensures that there is adequate cash and liquid resources to meet its commitments. Cashflow projections are prepared on a regular basis to understand and manage the timing of the Fund's cashflow. The majority (estimated to be over 80%) of the Fund's investments could be converted to cash within three months in a normal trading environment.

Refinancing risk

Refinancing risk is the risk that the Fund will be bound to replenish a significant proportion of its pension fund financial instruments at a time of unfavourable interest rates. The Fund is not bound by any obligation to replenish its investments and hence is not exposed to refinancing risk.

10 Actuarial statement

The Fund Actuary has provide a statement describing the funding arrangements of the Fund, this can be found in a separate section at the end of this section..

11 Actuarial present value of promised retirement benefits

The actuarial value of promised retirement benefits at the accounting date, calculated in line with International Accounting Standard 19 (IAS19) assumptions, is estimated to be £321m (2012 £269m). This figure is used for statutory accounting purposes by Lothian Buses Pension Fund and complies with the requirements of IAS26. The assumptions underlying the figure match those adopted for the Administering Authority's FRS17/IAS19 reports at each year end.

The figure is only prepared for the purposes of IAS26 and has no validity in other circumstances. In particular, it is not relevant for calculations undertaken for funding purposes and setting contributions payable to the Fund.

Financial assumptions

| | 31 March 2012 | 31 March 2013 |
|------------------------------------|------------------|------------------|
| | % p.a. | % p.a. |
| Inflation / pensions increase rate | 2.5 | 2.8 |
| Salary increase rate | 4.8 | 5.1 |
| Discount rate | 4.8 | 4.5 |

For the year ended 31 March 2013, salary increases were estimated at 1% p.a. nominal for the three years to 31 March 2015 reverting to the long term rate thereafter.

Longevity assumptions

The life expectancy assumption is based on the Fund's specific statistical analysis with improvements from 2008 in line with the Medium Cohort and a 1% p.a. underpin. Based on these assumptions, the average future life expectancies, in years, at age 65 are summarised below:

| | Males | Females |
|--|-------|---------|
| Current pensioners | 18.4 | 21.6 |
| Future pensioners (assumed to be currently 45) | 21.7 | 24.8 |

This assumption is the same as at 31 March 2012.

LOTHIAN BUSES PENSION FUND

11 Actuarial present value of promised retirement benefits (cont'd)

Commutation assumption

An allowance is included for future retirements to elect to take 50% of the maximum additional tax-free cash up to HMRC limits for pre-April 2009 service and 75% of the maximum tax-free cash for post-April 2009 service.

12 Debtors

| | 31 March 2012 £000 | 31 March 2013 £000 |
|--------------------------------------|--------------------------|--------------------------|
| Contributions due - employers | 700 | 650 |
| Contributions due - employees | 209 | 202 |
| Pensions paid on behalf of employers | 27 | 28 |
| Sundry debtors | 15 | 14 |
| | 951 | 894 |
| Analysis of debtors | | |
| Administering Authority | 3 | 1 |
| Lothian Buses plc | 936 | 880 |
| Other entities and individuals | 12 | 13 |
| | 951 | 894 |

13 Creditors

| | 31 March 2012 £000 | 31 March 2013 £000 |
|--------------------------------|--------------------------|--------------------------|
| Benefits payable | 61 | 121 |
| | 61 | 121 |
| Analysis of creditors | | |
| Other entities and Individuals | 61 | 121 |
| | 61 | 121 |

14 Additional Voluntary Contributions

Active members of the Lothian Pension Fund and the Lothian Buses Pension Fund have the option to pay additional voluntary contributions (AVCs). These AVCs are invested separately from the main funds, securing additional benefits on a money purchase basis for those members that have elected to contribute. The investment of the AVCs is managed by Standard Life and Prudential.

In accordance with regulation 4 (2) (b) of the Local Government Pension Scheme (Management and Investment of Funds) (Scotland) Regulations 2010, AVCs are not included in the pension fund financial statements.

| | 2011/12 £000 | 2012/13 £000 |
|--------------------------------------|-----------------|-----------------|
| Contributions during year | | |
| Standard Life | 506 | 395 |
| Prudential | 705 | 1,120 |
| | 1,211 | 1,515 |
| Value at year end at 31 March | | |
| Standard Life | 5,491 | 5,968 |
| Prudential | 745 | 1,572 |
| | 6,236 | 7,540 |

LOTHIAN BUSES PENSION FUND

15 Related party transactions

The City of Edinburgh Council

Lothian Pension Fund, the Lothian Buses Pension Fund and the Scottish Homes Pension Fund are administered by the City of Edinburgh Council. Consequently there is a strong relationship between the Council and the pension funds.

The Investment and Pensions Division of the Council is responsible for administering the three pension funds. The Division receives an allocation of the overheads of the Council, this is based on the amount of central services consumed. This includes the pension payroll service provided by the Council. In turn, the Division allocates its costs to the three funds. Costs directly attributable to a specific fund are charged to the relevant fund, costs that are common to all three funds are allocated on a defined basis.

Transactions between the Council and the Funds are managed via a holding account, each month the Funds are paid a cash sum leaving a working balance in the account to cover the month's pension payroll costs and other expected costs.

Year end balance on holding account

| 31 March 2012 £000 | 31 March 2013 £000 |
|--------------------------|--------------------------|
| 629 | 459 |

Part of the Fund's cash holdings are invested on the money markets by the treasury management operations of the Council, through a service level agreement. During the year to 31 March 2013, the Fund had an average investment balance of £3.3m (2012 £4.6m), interest earned was £22.0k (2012 £35.6k).

Year end balance on treasury management account

| | 31 March 2012 £000 | 31 March 2013 £000 |
|------------------------------|--------------------------|--------------------------|
| Held for investment purposes | 757 | 696 |
| Held for other purposes | 2,759 | 1,913 |
| | 3,516 | 2,609 |

The Council owns 91.01% of the shares of Lothian Buses plc, the Fund being operated solely for the employees of Lothian Buses Plc.

Key management personnel

During the period from 1 April 2012 to the date of issuing of these accounts, several employees of the City of Edinburgh Council held key positions in the financial management of the Lothian Buses Pension Fund. These employees and their financial relationship with the Fund (expressed as cash-equivalent transfer values or CETV) are:

LOTHIAN BUSES PENSION FUND

15 Related party transactions (cont'd)

Key management personnel (cont'd)

| Name | Position held | Accrued CETV as at 31 March 2012 | Accrued CETV as at 31 March 2013 |
|------------------|--|----------------------------------|----------------------------------|
| | | £000 | £000 |
| Alastair Maclean | Director of Corporate Governance | 44 | 67 |
| Clare Scott | Investment and Pensions Service Manager | 67 | 89 |
| Struan Fairbairn | Legal, Risk and Development Manager (appoint | - | 1 |
| John Burns | Pensions and Accounting Manager | 318 | 349 |
| Esmond Hamilton | Financial Controller | 86 | 101 |
| Bruce Miller | Investment Manager | 65 | 90 |

16 Contingent liabilities and contractual commitments

The Fund has commitments relating to outstanding call payments due on private equity and infrastructure unquoted limited partnership funds. The amounts 'called' by these funds are irregular in both size and timing, taking place over a period of years from the date of each original commitment. The outstanding commitments at the year end are as follows:

| 31 March 2012 | 31 March 2013 |
|---------------|---------------|
| £000 | £000 |
| 2,627 | 3,041 |

17 Contingent assets

There were no contingent assets at the year end.

18 Impairment losses

No impairment losses have been identified during the year.

LOTHIAN BUSES PENSION FUND

Actuarial Statement for 2012/13

This statement has been prepared in accordance with Regulation 31A(1)(d) of the Local Government Pension Scheme (Scotland) (Administration) Regulations 2008, and Chapter 6 of the CIPFA/LASAAC Code of Practice on Local Authority Accounting in the UK 2012/13.

Description of Funding Policy

The funding policy is set out in the administering authority's Funding Strategy Statement (FSS), dated March 2012. In summary, the key funding principles are as follows:

- to ensure the long-term solvency of the overall Fund
- to minimise the degree of short-term change in employer contribution rates
- maximise the returns from investments within reasonable and considered risk parameters, and hence minimise the cost to the employer
- to ensure that sufficient cash is available to meet all liabilities as they fall due for payment
- to help employers manage their pension liabilities.

The FSS sets out how the administering authority seeks to balance the conflicting aims of securing the solvency of the Fund and keeping employer contributions stable.

Funding position as at the last formal funding valuation

The most recent actuarial valuation carried out under Regulation 32 of the Local Government Pension Scheme (Scotland) (Administration) Regulations 2008 was as at 31 March 2011. This valuation revealed that the Fund's assets, which at 31 March 2011 were valued at £257 million, were sufficient to meet 112% of the liabilities (i.e. the present value of promised retirement benefits) accrued up to that date. The resulting surplus at the 2011 valuation was £28 million.

Employer's contributions for the period 1 April 2012 to 31 March 2015 were set in accordance with the Fund's funding policy as set out in its FSS.

Principal actuarial assumptions and method used to value the liabilities

Full details of the methods and details used are described in my valuation report dated 16 December 2011.

Method

The liabilities were assessed using an accrued benefits method which takes into account pensionable membership up to the valuation date, and makes an allowance for expected future salary growth to retirement or expected earlier date of leaving pensionable membership.

Assumptions

A market-related approach was taken to valuing the liabilities, for consistency with the valuation of the Fund assets at their market value.

The key financial assumptions adopted for the 2011 valuation were as follows:

LOTHIAN BUSES PENSION FUND

| Financial assumptions | 31 March 2011 | |
|-----------------------------------|-------------------|----------------|
| | % p.a. Nominal | % p.a. Real |
| Discount rate | 5.8% | 2.9% |
| Pay increases * | 5.1% | 2.2% |
| Price inflation/Pension increases | 2.8% | - |

* plus an allowance for promotional pay increases. Short term pay growth was assumed to be 2.4% p.a. for 2011/12, 3.1% p.a. for 2012/13, reverting to 5.1% p.a. thereafter.

The key demographic assumption was the allowance made for longevity. As a member of Club Vita, the baseline longevity assumptions adopted at this valuation were a bespoke set of VitaCurves that were specifically tailored to fit the membership profile of the Fund. Longevity improvements were in line with standard year of birth mortality tables; with medium cohort projections and a 1% p.a. underpin effective from 2008. Based on these assumptions, the average future life expectancies at age 65 are as follows:

| | Males | Females |
|--------------------|------------|------------|
| Current pensioners | 18.4 years | 21.6 years |
| Future pensioners | 21.7 years | 24.8 years |

Copies of the 2011 valuation report and Funding Strategy Statement are available on www.lpf.org.uk/publications or on request from the Fund.

Experience over the period since April 2011

The administering authority monitors the funding position on a regular basis as part of its risk management programme. The most recent funding update was produced at 31 March 2013. It showed that the funding level (excluding the effect of any membership movements) had fallen from 112% to 103% due, primarily, to falling real bond yields. This has been partially offset by strong asset returns over 2012/13.

The next actuarial valuation will be carried out as at 31 March 2014. The Funding Strategy Statement will also be reviewed at that time.

Richard Warden
Fellow of the Institute and Faculty of Actuaries

For and on behalf of
Hymans Robertson LLP
20 Waterloo Street
Glasgow
30 May 2013



SCOTTISH HOMES PENSION FUND

Membership

| Status | Membership at 31/03/2011 | Membership at 31/03/2012 | Membership at 31/03/2013 |
|--------------|--------------------------|--------------------------|--------------------------|
| Active | - | - | - |
| Deferred | 684 | 650 | 626 |
| Pensioners | 996 | 999 | 978 |
| Dependants | 308 | 303 | 308 |
| Total | 1,988 | 1,952 | 1,912 |

Fund membership



Funding

As the Scottish Homes Pension Fund has no active members, benefits are funded by investment earnings and payments from the Scottish Government in line with the guarantee agreement.

Payments under the guarantee agreement are set at triennial actuarial valuations. The amount payable for the year ended 31 March 2013, of £771,000, was based on the actuarial valuation as at 31 March 2011.

More information on funding can be found in the Actuarial Statement for 2012/13 at the end of this section..

Investment strategy

Pensions Committee approved a new investment strategy in October 2012 to be implemented over the following 5 years.

The revised strategy reduces the allocation to equities and property and increases the allocation to bonds. It is designed to reduce investment risk as the Fund is closed to new members and the liabilities will mature over time.

The new strategy continues to recognise the latent inflation potential at the heart of current central bank monetary policy and maintains significant exposure to real investments, such as index-linked gilts and equities, which have a history of protecting purchasing power, after the effects of inflation have been taken into account.

SCOTTISH HOMES PENSION FUND

The revised investment strategy is set at the broad asset class level of equities, bonds and property, which are the key determinants of investment risk and return. The revised strategy for the next 5 years is set out in the table below.

| | Previous strategic benchmark % | Strategy for 2012 - 2017 % | Asset allocation limits minimum - maximum % |
|-------------------------|-----------------------------------|-------------------------------|---|
| Equities | | | |
| UK | 8.8 | | |
| US | 12.4 | | |
| Europe (ex UK) | 8.0 | | |
| Pacific inc Japan | 7.6 | | |
| Emerging markets | 3.2 | | |
| Sub-total | 40.0 | 30 | 20-35 |
| Bonds | | | |
| UK Fixed Interest Gilts | 10.0 | | |
| UK Index Linked Gilts | 40.0 | | |
| Subtotal | 50.0 | 65 | 60-75 |
| Property | 10.0 | 5 | 5-10 |
| Cash | 0.0 | 0 | 0-5 |
| Total | 100 | 100 | 100 |

The objective of the Fund has been redefined so that the target return over long-term economic cycles (typically 5 years or more) is the achievement of the same return as that generated by the strategic allocation, and over shorter periods, the Fund should perform better than the strategic allocation if markets fall significantly.

The Fund will gradually implement the new strategy over the next few years.

Investment performance

The absolute performance of Scottish Homes Pension Fund over the 12-month period was +13.0% and three-year performance was +11.2% per annum. Over both time periods, the performance was broadly in line with the benchmark return.

Since inception in July 2005, the Fund has returned +8.8% per annum, in line with its benchmark, which is well ahead of measures of inflation, including the retail price index and national average earnings.

Despite strong investment returns, the actual funding level has fallen marginally from 86% at the time of the last actuarial valuation on 31 March 2011 to 85% at 31 March 2013, largely as a result of falling real gilt yields, which caused an increase in the value of liabilities.

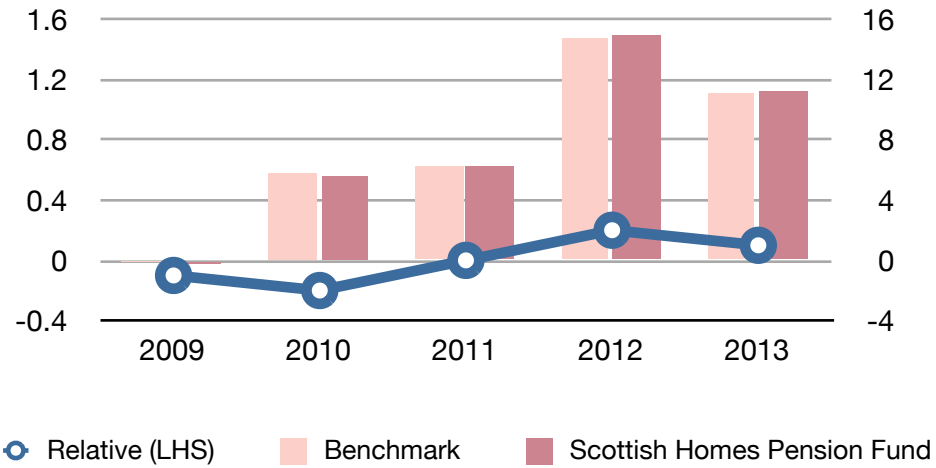
Annualised returns to 31 March 2013 (% per year)

| | 1 year | 3 years | Since inception (July 2005) |
|-----------------------------|--------|---------|--------------------------------|
| Scottish Homes Pension Fund | 13.0 | 11.2 | 8.8 |
| Benchmark | 13.0 | 11.1 | 8.8 |
| Retail Price Index | 3.3 | 4.1 | 3.9 |
| National Average Earnings | (0.6) | 1.0 | 2.2 |

SCOTTISH HOMES PENSION FUND

Annualised 3 yearly returns ending 31 March (% per year)

Target is for the Fund to outperform the benchmark by 0.5% per year over 3 years



| | 2009 | 2010 | 2011 | 2012 | 2013 |
|------------------|-------|-------|------|------|------|
| Fund | (0.2) | 5.6 | 6.2 | 14.9 | 11.2 |
| Benchmark | (0.1) | 5.8 | 6.2 | 14.7 | 11.1 |
| Relative | (0.1) | (0.2) | - | 0.2 | 0.1 |

SCOTTISH HOMES PENSION FUND

Fund Account for the year ended 31 March 2013

| 2011/12 £000 | Note | 2012/13 £000 |
|-------------------------------|--|-----------------|
| Income | | |
| 100 | 2 | 794 |
| - | | - |
| 100 | | 794 |
| Less: expenditure | | |
| 6,913 | | 7,070 |
| 683 | | 488 |
| 9 | | 2 |
| 209 | 3 | 82 |
| 98 | 4 | 61 |
| 7,912 | | 7,703 |
| (7,812) | Net withdrawals from dealing with members | (6,909) |
| Returns on investments | | |
| 357 | 5 | 333 |
| 14,691 | 7a, 8b | 15,420 |
| (126) | 6 | (145) |
| 14,922 | Net returns on investments | 15,608 |
| 7,110 | Net increase in the Fund during the year | 8,699 |
| 124,308 | Net assets of the Fund at 1 April 2012 | 131,418 |
| 131,418 | Net assets of the Fund at 31 March 2013 | 140,117 |

SCOTTISH HOMES PENSION FUND

Net Assets Statement as at 31 March 2013

| 31 March 2012 | | | 31 March 2013 |
|---------------|--|--------|---------------|
| £000 | | Note | £000 |
| | Investments | | |
| 129,886 | Assets | | 138,006 |
| - | - Liabilities | | - |
| 129,886 | | 7, 9 | 138,006 |
| | Current assets | | |
| 268 | The City of Edinburgh Council | 15 | - |
| 1,200 | Cash balances | 9, 15 | 2,514 |
| 98 | Debtors | 12 | 55 |
| 1,566 | | | 2,569 |
| | Current liabilities | | |
| - | - The City of Edinburgh Council | 15 | (442) |
| (34) | Creditors | 13 | (16) |
| (34) | | | (458) |
| 1,532 | Net current assets | | 2,111 |
| 131,418 | Net assets of the Fund at 31 March 2013 | 8a, 8c | 140,117 |

The unaudited accounts were issued on 24 June 2013 and the audited accounts were authorised for issue on 24 September 2013.

JOHN BURNS FCMA CGMA
Pensions and Accounting Manager
24 September 2013

Notes to the net asset statement

The financial statements summarise the transactions of the Fund during the year and its net assets at the year end. They do not take account of the obligations to pay pensions and benefits which fall due after the end of the year. The actuarial position of the Fund, which does take account of such obligations, is discussed in the Actuarial Valuation section of this report and these financial statements should be read in conjunction with that information. In addition, as required by IAS26, the Actuarial Present Value of Promised Retirement Benefits is disclosed in the notes to these financial statements.

SCOTTISH HOMES PENSION FUND

Notes to the Accounts

1 Events after the balance sheet date

There have been no events since 31 March 2013, and up to the date when these accounts were authorised, that require any adjustments to these accounts.

2 Contributions

| | 2011/12 | 2012/13 |
|--------------------------------------|---------|---------|
| | £000 | £000 |
| Deficit funding | - | 671 |
| Administration expenses contribution | 100 | 100 |
| Strain costs | - | 23 |
| | 100 | 794 |

The Scottish Homes Pension Fund is a single employer pension fund for employees of Scottish Homes. The Scottish Homes Pension Fund was set up under (Scottish) Statutory Instrument 315/2005. when Scottish Homes became Communities Scotland - part of the Scottish Government.

Following the actuarial valuation at 31 March 2011 deficit funding of £671,000 per year is to be paid by the Scottish Government over the period April 2012 to March 2015. In addition, the Scottish Government has agreed to pay £100,000 every year towards the cost of ongoing administration.

Where the Scottish Government makes certain decisions which result in additional benefits being paid out to a member, or benefits being paid early, this results in a "strain" on the Fund. The resulting pension strain costs are calculated and recharged in full.

The Fund consists of only deferred and pensioner members, hence no employee contributions were paid during the year.

3 Transfers out to other schemes

| | 2011/12 | 2012/13 |
|----------------------|---------|---------|
| | £000 | £000 |
| Group transfers | - | - |
| Individual transfers | 209 | 82 |
| | 209 | 82 |

4 Administrative expenses

| | 2011/12 | 2012/13 |
|---|---------|---------|
| | £000 | £000 |
| Employee costs | 42 | 27 |
| The City of Edinburgh Council - pension payroll costs | 10 | 12 |
| The City of Edinburgh Council - other support costs | 14 | 8 |
| System costs | 5 | 5 |
| Actuarial fees | 20 | 6 |
| External audit fees | 2 | 1 |
| Legal fees | 2 | - |
| Printing and postage | 2 | 1 |

SCOTTISH HOMES PENSION FUND

| 4 Administrative expenses (cont'd) | | |
|------------------------------------|----|----|
| Depreciation | 1 | 1 |
| Sundry costs less sundry income | - | - |
| | 98 | 61 |

The Investments and Pensions Division of the Council is responsible for administering the three pension Funds. The Division receives an allocation of the overheads of the Council. In turn the Division allocates administration and investment costs to the three pension funds. Costs directly attributable to a specific fund are charged to the relevant Fund, costs that are common to all three funds are allocated on a defined basis.

In 2011/12 the administration costs were allocated based on the value of the Funds as at the end of the year. In 2012/13, the allocation basis were modified to a more stable basis which better reflects the underlying cost drivers. Pension payroll costs were allocated based on the number of pensioners during the year and all other costs were allocated based on the number of members of each fund.

| | 2011/12 | 2012/13 |
|-----------------------------------|---------|---------|
| | £000 | £000 |
| Property pooled investment income | 343 | 316 |
| Interest on cash deposits | 13 | 16 |
| Sundries | 1 | 1 |
| | 357 | 333 |
| Irrecoverable withholding tax | - | - |
| | 357 | 333 |

| | 2011/12 | 2012/13 |
|---|---------|---------|
| | £000 | £000 |
| External management fees | 66 | 68 |
| Employee costs | 21 | 23 |
| Engagement and voting fees | 2 | 2 |
| Performance measurement fees | 2 | 2 |
| Investment consultancy fees | 1 | 13 |
| The City of Edinburgh Council - other support costs | - | 3 |
| Custodian fees | - | 15 |
| System costs | 5 | 5 |
| Legal fees | - | - |
| Sundry costs | 29 | 14 |
| | 126 | 145 |

The Investments and Pensions Division of the Council is responsible for administering the three pension Funds. The Division receives an allocation of the overheads of the Council. In turn the Division allocates administration and investment costs to the three pension funds. Costs directly attributable to a specific fund are charged to the relevant Fund, costs that are common to all three funds are allocated on a defined basis.

In 2012/13 and 2011/12 the investment management expenses were allocated based on the value of the Funds as at the end of the year.

SCOTTISH HOMES PENSION FUND

| 7 Net investment assets | | 31 March 2012 £000 | 31 March 2013 £000 |
|----------------------------|--|--------------------------|--------------------------|
| Pooled investment vehicles | | 129,886 | 138,006 |
| Net investment assets | | 129,886 | 138,006 |

| 7a Reconciliation of movement in investments | | | | | |
|--|--|------------------------------|---------------------------|---|---|
| | Value at 1 April 2012 £000 | Purchases at cost £000 | Sales proceeds £000 | Change in market value £000 | Value at 31 March 2013 £000 |
| Pooled investment vehicles | 129,886 | 4,876 | (12,176) | 15,420 | 138,006 |

| | Value at 1 April 2011 £000 | Purchases at cost £000 | Sales proceeds £000 | Change in market value £000 | Value at 31 March 2012 £000 |
|----------------------------|--|------------------------------|---------------------------|---|---|
| Pooled investment vehicles | 122,595 | 16,932 | (24,332) | 14,691 | 129,886 |

The change in market value of investments during the year comprises all increases and decreases in the market value of investments held at any time during the year, including profits and losses realised on sales of investments during the year.

No direct transaction costs were incurred during the year. Indirect transaction costs may be incurred through the bid-offer spread on some pooled investment vehicles, the amount of any such costs is not separately provided to the Fund.

| 7b Analysis of Investments (at market value) | | 31 March 2012 £000 | 31 March 2013 £000 |
|--|--|--------------------------|--------------------------|
| Pooled investment vehicles | | | |
| UK managed funds - property | | 12,808 | 11,352 |
| UK managed funds - other | | 117,078 | 126,654 |
| | | 129,886 | 138,006 |

| 7c Investment managers and mandates | | | | | |
|-------------------------------------|------------------------|--|-----------------------------|--|-----------------------------|
| Manager | Mandate | Market value at 31 March 2012 £000 | % of total funds % | Market value at 31 March 2013 £000 | % of total funds % |
| Managed Funds | | | | | |
| State Street | UK equity | 11,404 | 8.8 | 12,351 | 8.9 |
| Overseas equities | | | | | |
| State Street | N American equities | 16,348 | 12.5 | 18,253 | 13.2 |
| State Street | European equities | 10,409 | 8.0 | 11,408 | 8.3 |
| State Street | Pacific (ex Jpn) equit | 4,198 | 3.2 | 4,661 | 3.4 |
| State Street | Japanese equities | 5,664 | 4.4 | 6,581 | 4.8 |
| State Street | Emerging mkts equiti | 3,994 | 3.1 | 4,362 | 3.2 |
| | | 40,613 | 31.2 | 45,265 | 32.9 |

SCOTTISH HOMES PENSION FUND

7c Investment managers and mandates (cont'd)

| Manager | Mandate | Market value at 31 March 2012 £000 | % of total funds % | Market value at 31 March 2013 £000 | % of total funds % |
|----------------------|-------------------|---------------------------------------|-----------------------|---------------------------------------|-----------------------|
| Managed Funds | | | | | |
| State Street | UK fixed interest | 12,766 | 9.8 | 12,540 | 9.1 |
| State Street | UK index-linked | 52,295 | 40.3 | 56,498 | 40.9 |
| State Street | Total | 117,078 | 90.1 | 126,654 | 91.8 |
| Schroders | Property | 7,674 | 5.9 | 7,509 | 5.4 |
| Standard Life | Property | 5,134 | 4.0 | 3,843 | 2.8 |
| | | 12,808 | 9.9 | 11,352 | 8.2 |
| | | 129,886 | 100.0 | 138,006 | 100.0 |

7d Investments representing more than 5% of the net assets of the Fund or 5% of any investment class

The Fund currently invests all its money in a range of pooled funds. Investments representing more than 5% of the net assets of the Fund or 5% of any investment class are described above.

7e Securities lending

The Fund has not participated in any securities lending arrangements in the last two years.

8 Financial instruments

8a Classification of financial instruments

Accounting policies describe how different asset classes of financial instruments are measured, and how income and expenses, including fair value gains and losses, are recognised. The following table analyses the fair value amounts of financial assets and liabilities by category and net assets statement heading. No financial assets were reclassified during the accounting period.

All financial instruments are marked to market (at fair value) in the Fund's accounting records hence there is no difference between the carrying value and fair value.

SCOTTISH HOMES PENSION FUND

8 Financial instruments

8a Classification of financial instruments (cont'd)

| | 31 March 2012 | | | 31 March 2013 | | |
|--|---|-------------------------------|---|---|-------------------------------|---|
| | Designated as fair value through fund account £000 | Loans and receivables £000 | Financial liabilities at amortised cost £000 | Designated as fair value through fund account £000 | Loans and receivables £000 | Financial liabilities at amortised cost £000 |
| Financial assets | | | | | | |
| Investment assets | | | | | | |
| Pooled investments | 129,886 | | | 138,006 | | |
| | 129,886 | - | - | 138,006 | | |
| Other assets | | | | | | |
| The City of Edinburgh Council | | 268 | | | - | |
| Cash | | 1,200 | | | 2,514 | |
| Debtors | | 98 | | | 55 | |
| | - | 1,566 | - | | 2,569 | |
| Assets total | 129,886 | 1,566 | - | 138,006 | 2,569 | |
| Financial liabilities | | | | | | |
| Other liabilities | | | | | | |
| The City of Edinburgh Council | | | | | | (442) |
| Creditors | | | (34) | | | (16) |
| | - | - | (34) | | - | (458) |
| Liabilities total | - | - | (34) | | - | (458) |
| Net assets total | 129,886 | 1,566 | (34) | 138,006 | 2,569 | (458) |
| Total net financial instruments | | | 131,418 | | | 140,117 |

8b Net gains and losses on financial instruments

| | 2011/12 | 2012/13 |
|---|---------|---------|
| | £000 | £000 |
| Designated as fair value through fund account | 14,691 | 15,420 |
| Loans and receivables | - | - |
| Financial liabilities at amortised cost | - | - |
| Total | 14,691 | 15,420 |

8c Valuation of financial instruments carried at fair value

The valuation of financial instruments has been classified into three levels, according to the quality and reliability of information used to determine fair values.

SCOTTISH HOMES PENSION FUND

8 Financial instruments

8c Valuation of financial instruments carried at fair value (cont'd)

Level 1

Financial instruments at Level 1 are those where the fair values are derived from unadjusted quoted prices in active markets for identical assets or liabilities. Products classified as level 1 comprise quoted equities and unit trusts. Listed investments are shown at bid prices. The bid value of the investment is based on the bid market quotation of the relevant stock exchange.

Level 2

Financial instruments at Level 2 are those where quoted market prices are not available; for example, where an instrument is traded in a market that is not considered to be active, or where valuation techniques are used to determine fair value and where these techniques use inputs that are based significantly on observable market data.

Level 3

Financial instruments at Level 3 are those where at least one input that could have a significant effect on the instrument's valuation is not based on observable market data. Such instruments would include unquoted equity investments, which are valued using various valuation techniques that require significant judgement in determining appropriate assumptions.

The values of the investments in private equity are based on valuations provided by the general partners to the private equity funds in which the Fund has invested. These valuations are prepared in accordance with the International Private Equity and Venture Capital Valuation Guidelines or similar guidelines provided by the British Venture Capital Association, which follow the valuation principles of International Financial Reporting Standards (IFRS). Valuations are usually undertaken annually at the end of December. Cash flow adjustments are used to roll forward the valuations to 31 March as appropriate.

The following table provides an analysis of the financial assets and liabilities of the pension fund grouped into Levels 1 to 3, based on the level at which the fair value is observable.

| | 31 March 2013 | | | |
|---|-----------------|-----------------|-----------------|----------------|
| | Level 1 £000 | Level 2 £000 | Level 3 £000 | Total £000 |
| Financial assets | | | | |
| Designated as fair value through fund account | 138,006 | | | 138,006 |
| Loans and receivables | 2,569 | | | 2,569 |
| Total financial assets | 140,575 | - | - | 140,575 |
| Financial liabilities | | | | |
| Designated as fair value through fund account | - | | | - |
| Financial liabilities at amortised cost | (458) | | | (458) |
| Total financial liabilities | (458) | - | - | (458) |
| Net financial assets | 140,117 | - | - | 140,117 |

SCOTTISH HOMES PENSION FUND

8 Financial instruments

8c Valuation of financial instruments carried at fair value (cont'd)

| | 31 March 2012 | | | |
|---|-----------------|-----------------|-----------------|----------------|
| | Level 1 £000 | Level 2 £000 | Level 3 £000 | Total £000 |
| Financial assets | | | | |
| Designated as fair value through fund account | 129,886 | | | 129,886 |
| Loans and receivables | 1,566 | | | 1,566 |
| Total financial assets | 131,452 | - | - | 131,452 |
| Financial liabilities | | | | |
| Designated as fair value through fund account | - | | | - |
| Financial liabilities at amortised cost | (34) | | | (34) |
| Total financial liabilities | (34) | - | - | (34) |
| Net financial assets | 131,418 | - | - | 131,418 |

9 Nature and extent of risk arising from financial instruments

Risk and risk management

The Fund's primary aim is to ensure that all members and their dependants receive their benefits when they become payable. The funding objective is outlined in the guarantee document, agreed by the Administering Authority, the Scottish Government and the Fund's Actuary.

Responsibility for the Fund's overall investment strategy rests with the Pensions Committee. The Investment Strategy Panel and the internal investment team monitor investment risks on a regular basis. Investment risk management tools are used to identify and analyse risks faced by the Fund's investments.

Consideration of the Fund's investment risk is part of the overall risk management of the pensions operations. Risks are reviewed regularly to reflect changes in activity and market conditions.

Types of investment risks

There are various ways of considering investment risks for pension funds. For the purposes of this note, investment risk is the potential for an investor to experience losses from falls in the prices of investments. All financial instruments, including cash deposits, present a risk of loss of capital and risks vary depending on different asset classes.

Investment risk also changes over time as economic conditions and investor sentiment change. The Fund considers overall fluctuations in prices arising from a variety of sources: market risk, foreign exchange risk, interest rate risk, credit risk, etc. The different risks may, to some extent, offset each other.

The overall market risk of the Fund depends on the actual mix of assets and encompasses all the different elements of risk.

The Fund manages these risks in a number of ways:

- assessing and establishing acceptable levels of market risk when setting overall investment strategy. Importantly, risk is considered relative to the liabilities of the Fund

SCOTTISH HOMES PENSION FUND

9 Nature and extent of risk arising from financial instruments (cont'd)

- diversification of investments in terms of type of asset, geographical and industry sectors as well as individual securities
- taking stewardship responsibilities seriously and pursuing constructive engagement with the companies in which we invest
- monitoring market risk and market conditions to ensure risk remains within tolerable levels.

The Fund may use equity futures contracts from time to time to manage market risk. Exchange traded options are not used by the Fund.

Sensitivity analysis

Asset prices have a tendency to fluctuate. The degree of such fluctuation is known as “volatility” and it differs by asset class. The table below sets out the long-term volatility assumptions used in the Fund’s asset-liability modelling:

| Asset type | Potential price movement (+ or -) |
|------------------------------|-----------------------------------|
| Equities - Developed Markets | 20.0% |
| Equities - Emerging Markets | 30.0% |
| Fixed interest gilts | 9.0% |
| Index-linked gilts | 7.0% |
| Property | 13.0% |

Volatility is the standard deviation of annual returns. In two years out of three, the asset’s change in value (which could be a gain or a loss) is expected to be lower than the volatility figure, but in one year out of three, the change in value is expected to be higher than the volatility figure.

Asset classes don’t always move in line with each other. The extent to which assets move together is known as their “correlation”. A lower correlation means that there is less risk of assets losing value at the same time. The overall Fund benefits from “diversification “ because it invests in numerous different asset classes, which don’t all move in line with each other. Consequently, the aggregate risk at the Fund level is less than the total risk from all the individual assets in which the Fund invests. The following table shows the risks at the asset class level and the overall Fund level.

| Asset type | Value at 31 March 2013 £000 | % of fund % | Change + / - % | Value on increase £000 | Value on decrease £000 |
|------------------------------|--------------------------------|----------------|-------------------|---------------------------|---------------------------|
| Equities - Developed Markets | 53,254 | 38.6 | 20.0 | 63,905 | 42,603 |
| Equities - Emerging Markets | 4,362 | 3.2 | 30.0 | 5,671 | 3,053 |
| Fixed Interest Gilts | 12,540 | 9.1 | 9.0 | 13,669 | 11,411 |
| Index-Linked Gilts | 56,498 | 40.9 | 7.0 | 60,453 | 52,543 |
| Property | 11,352 | 8.2 | 13.0 | 12,828 | 9,876 |
| Total [1] | 138,006 | 100.0 | 13.4 | 156,526 | 119,486 |
| Total [2] | 138,006 | | 10.5 | 152,497 | 123,515 |
| Total [3] | 138,006 | | 9.0 | 150,427 | 125,585 |

[1] No allowance for correlations between assets

[2] Including allowance for correlations between assets

[3] Including allowance for correlations between assets and liabilities

SCOTTISH HOMES PENSION FUND

9 Nature and extent of risk arising from financial instruments (cont'd)

The value on increase/decrease columns illustrates the monetary effect of the percentage change in the volatility column. The actual annual change in value is expected to be lower than this in two years out of three, but higher in one year out of three.

It can be seen that the risk to the overall Fund assets is lower than the total of the risks to the individual assets [2].

However, because the purpose of a pension scheme is to make payments to scheme beneficiaries, the true risk of a pension scheme is not measured in absolute terms, but relative to its liabilities [3]. The risk is lower than the absolute asset risk, due to the impact of correlation with the discount rate used to value the liabilities.

This risk analysis incorporates volatility from market, interest rate, foreign exchange, credit, and all other sources of risk, and, importantly, makes allowance for how these risks may offset each other.

Credit risk

Credit risk represents the risk that the counterparty to a transaction or a financial instrument will fail to discharge an obligation and cause the Fund to incur a financial loss. The market values of investments generally reflect an assessment of credit risk in their pricing and consequently the risk of loss is implicitly provided for in the value of the funds assets and liabilities (as outlined in Market Risk above).

In essence, the Fund's entire investment portfolio is exposed to some sort of credit risk. However through the selection of counterparties, brokers and financial institutions the Fund reduces the credit risk that may occur through the failure to settle a transaction in a timely manner.

Cash deposits are a major area of credit exposure where credit risk is not reflected in market prices.

Cash deposits

At 31 March 2013 cash deposits represented £2.5m, 1.8% of total net assets. This was held as follows:

| | Moody's Credit Rating at 31 March 2013 | Balances at 31 March 2012 £000 | Balances at 31 March 2013 £000 |
|---|--|--|--|
| Held for investment purposes | | | |
| The City of Edinburgh Council - treasury management | <i>See below</i> | - | - |
| Total investment cash | | - | - |
| Held for other purposes | | | |
| The City of Edinburgh Council - treasury management | <i>See below</i> | 1,200 | 2,514 |
| Total cash | | 1,200 | 2,514 |

All the cash deposits of the Fund are managed along with those of the administering authority (The City of Edinburgh Council) and other related organisations which are pooled for investment purposes as a treasury cash fund. Management of the cash fund is on a low risk basis, with security of the investments the key consideration while at the same time seeking innovative and secure cash investment opportunities.

SCOTTISH HOMES PENSION FUND

9 Nature and extent of risk arising from financial instruments (cont'd)

As well as lending monies to other local authorities, the Council has purchased UK Government Treasury Bills as well as Bonds and Floating Rate Notes with an explicit UK Government Guarantee.

The Fund's cash holding under its treasury management arrangements at 31 March 2013 was held with the following institutions:

| | Moody's credit rating at 31 March 2013 | Balances at 31 March 2012 £000 | Balances at 31 March 2013 £000 |
|---|--|--|--|
| Money market funds | | | |
| Deutsche Bank AG, London | Aaa | 159 | 273 |
| Goldman Sachs | Aaa | - | 260 |
| Bank call accounts | | | |
| Bank of Scotland | A2 | 102 | 249 |
| Royal Bank of Scotland | A3 | 111 | 139 |
| Santander UK | A2 | 94 | - |
| Barclays Bank | A2 | 94 | 245 |
| Svenska Handelsbanken | Aa3 | 151 | 355 |
| Bank near-call accounts | | | |
| Clydesdale Bank (15 Day Notice) | A2 | - | 245 |
| Bank certificates of deposit | | | |
| Standard Chartered | A1 | - | 96 |
| Floating Rate Note | | | |
| Rabobank | Aa2 | - | 96 |
| Building society fixed term deposits | | | |
| Nationwide Building Society | A2 | 35 | 96 |
| UK pseudo-sovereign risk instruments | | | |
| Other Local Authorities [1] | n/a | 320 | 460 |
| UK Government Guaranteed FRNs | n/a | 134 | |
| UK Government Guaranteed Bonds | n/a | - | |
| | | 1,200 | 2,514 |

[1] Very few Local Authorities have their own credit rating but they are generally assumed to have a pseudo-sovereign credit rating (which in the UK at 31 March 2013 would have been 'Aa1'). Of the £460k above, £240k is with a local authority which has a 'Aa2' credit rating from Moody's.

No breaches of the Council's counterparty criteria occurred during the reporting period and the Fund does not expect any losses from non-performance by any of its counterparties in relation to deposits.

SCOTTISH HOMES PENSION FUND

9 Nature and extent of risk arising from financial instruments (cont'd)

Liquidity risk

Liquidity risk reflects the risk that the Fund will not be able to meet its financial obligations as they fall due. The Fund therefore ensures that there is adequate cash and liquid resources to meet its commitments. Cashflow projections are prepared on a regular basis to understand and manage the timing of the Fund's cashflow.

The majority (estimated to be over 85%) of the Fund's investments could be converted to cash within three months in a normal trading environment.

Refinancing risk

Refinancing risk is the risk that the Fund will be bound to replenish a significant proportion of its pension fund financial instruments at a time of unfavourable interest rates. The Fund is not bound by any obligation to replenish its investments and hence is not exposed to refinancing risk.

10 Actuarial statement

The Fund Actuary has provided a statement describing the funding arrangements of the Fund, this can be found in a separate section at the end of this section..

11 Actuarial present value of promised retirement benefits

The actuarial value of promised retirement benefits at the accounting date, calculated in line with International Accounting Standard 19 (IAS19) assumptions, is estimated to be £136m (2012 £131m). This figure is used for statutory accounting purposes by Scottish Homes Pension Fund and complies with the requirements of IAS26. The assumptions underlying the figure match those adopted for the Administering Authority's FRS17/IAS19 reports at each year end.

The figure is only prepared for the purposes of IAS26 and has no validity in other circumstances. In particular, it is not relevant for calculations undertaken for funding purposes and setting contributions payable to the Fund.

Financial assumptions

| | 31 March 2012 % p.a. | 31 March 2013 % p.a. |
|------------------------------------|----------------------------|----------------------------|
| Inflation / pensions increase rate | 2.5 | 2.8 |
| Discount rate | 4.8 | 4.5 |

Longevity assumptions

The life expectancy assumption is based on standard SAPS mortality tables with improvements in line with Medium Cohort and a 1% p.a. underpin effective from 2008. Based on these assumptions, the average future life expectancies, in years, at age 65 are summarised below:

| | Males | Females |
|--|-------|---------|
| Current pensioners | 21.1 | 23.9 |
| Future pensioners (assumed to be currently 45) | 23.0 | 25.7 |

This assumption is the same as at 31 March 2012.

SCOTTISH HOMES PENSION FUND

11 Actuarial present value of promised retirement benefits (cont'd)

Commutation assumption

An allowance is included for future retirements to elect to take 50% of the maximum additional tax-free cash up to HMRC limits for pre-April 2009 service and 75% of the maximum tax-free cash for post-April 2009 service.

12 Debtors

| | 31 March 2012 £000 | 31 March 2013 £000 |
|--------------------------------|--------------------------|--------------------------|
| Sundry debtors | 98 | 55 |
| | 98 | 55 |
| Analysis of debtors | | |
| Administering Authority | 1 | 1 |
| Scottish Government | 70 | 29 |
| Other entities and individuals | 27 | 25 |
| | 98 | 55 |

13 Creditors

| | 31 March 2012 £000 | 31 March 2013 £000 |
|--------------------------------|--------------------------|--------------------------|
| Benefits payable | 34 | 16 |
| | 34 | 16 |
| Analysis of creditors | | |
| Other entities and individuals | 34 | 16 |
| | 34 | 16 |

14 Additional Voluntary Contributions

As the Fund has no active members, there are no AVC arrangements provided.

15 Related party transactions

The City of Edinburgh Council

Lothian Pension Fund, the Lothian Buses Pension Fund and the Scottish Homes Pension Fund are administered by the City of Edinburgh Council. Consequently there is a strong relationship between the Council and the pension funds.

The Investment and Pensions Division of the Council is responsible for administering the three pension funds. The Division receives an allocation of the overheads of the Council, this is based on the amount of central services consumed. This includes the pension payroll service provided by the Council. In turn, the Division allocates its costs to the three funds. Costs directly attributable to a specific fund are charged to the relevant Fund, costs that are common to all three funds are allocated on a defined basis.

Transactions between the Council and the Fund are managed via a holding account, each month the Fund is paid a cash sum leaving a working balance in the account to cover the month's pension payroll costs and other expected costs.

SCOTTISH HOMES PENSION FUND

15 Related party transactions (cont'd)

| | 31 March 2012 £000 | 31 March 2013 £000 |
|--|--------------------------|--------------------------|
| Year end balance on holding account | 268 | (442) |

Part of the Fund's cash holdings are invested on the money markets by the treasury management operations of the Council, through a service level agreement. During the year to 31 March 2013, the Fund had an average investment balance of £2.5m (2012 £1.6m), interest earned was £16.5k (2012 £12.7k).

| | 31 March 2012 £000 | 31 March 2013 £000 |
|--|--------------------------|--------------------------|
| Year end balance on treasury management account | | |
| Held for investment purposes | - | - |
| Held for other purposes | 1,200 | 2,514 |
| | 1,200 | 2,514 |

Key management personnel

During the period from 1 April 2012 to the date of issuing of these accounts, several employees of the City of Edinburgh Council held key positions in the financial management of the Fund. These employees and their financial relationship with the fund (expressed as cash-equivalent transfer values or CETV) are set out below:

| Name | Position held | Accrued CETV as at 31 March 2012 £000 | Accrued CETV as at 31 March 2013 £000 |
|------------------|---|---|---|
| | | | |
| Alastair Maclean | Director of Corporate Governance | 44 | 67 |
| Clare Scott | Investment and Pensions Service Manager | 67 | 89 |
| Struan Fairbairn | Legal, Risk and Development Manager (appointed March 2013) | - | 1 |
| John Burns | Pensions and Accounting Manager | 318 | 349 |
| Esmond Hamilton | Financial Controller | 86 | 101 |
| Bruce Miller | Investment Manager | 65 | 90 |

16 Contingent liabilities and contractual commitments

There were no contingent liabilities or contractual commitments at the year end.

17 Contingent assets

There were no contingent assets at the year end.

18 Impairment losses

No impairment losses have been identified during the year.

SCOTTISH HOMES PENSION FUND

Actuarial Statement for 2012/13

This statement has been prepared in accordance with Regulation 31A of the Local Government Pension Scheme (Scotland) (Administration) Regulations 2008, and Chapter 6 of the CIPFA/LASAAC Code of Practice on Local Authority Accounting in the UK 2012/13.

Description of funding policy

The Administering Authority's Funding Strategy Statement (FSS), dated March 2012, states that a bespoke funding strategy has been adopted for the Fund. Contributions payable by the Scottish Government (previously known as the Scottish Executive) as Guarantor are determined in line with a Scottish Executive Guarantee agreement dated June 2005. In broad terms, the funding strategy is to ensure that assets held by the Fund, together with any contributions payable by the Guarantor under the terms of the agreement, meet all of the Fund's liabilities until they are extinguished.

Funding position as at the last formal funding valuation

The most recent actuarial valuation carried out under Regulation 32 of the Local Government Pension Scheme (Scotland) (Administration) Regulations 2008 was as at 31 March 2011. This valuation revealed that the Fund's assets, which at 31 March 2011 were valued at £124 million, were sufficient to meet 86% of the liabilities (i.e. the present value of promised retirement benefits) accrued up to that date. The resulting deficit at the 2011 valuation was £20 million.

The Guarantor's contributions for the period 1 April 2012 to 31 March 2015 were set in accordance with the Fund's funding policy as set out in its FSS.

Principal actuarial assumptions and method used to value the liabilities

Full details of the methods and assumptions used are described in my valuation report dated 16 December 2011.

Method

The liabilities were assessed using an accrued benefits method which takes into account pensionable membership up to the valuation date.

Assumptions

A market-related approach was taken to valuing the liabilities, for consistency with the valuation of the Fund assets at their market value.

The key financial assumptions adopted for the 2011 valuation were as follows:

| | % p.a. Nominal | % p.a. Real |
|--|-------------------|----------------|
| Discount rate (pensioners) | 3.9% | 1.3% |
| Discount rate (deferreds) | 4.3% | 1.5% |
| GMP increases before SPA | 5.1% | 2.3% |
| Price inflation/pension increases (pensioners) | 2.6% | - |
| Price inflation/pension increases (deferreds) | 2.8% | - |

SCOTTISH HOMES PENSION FUND

The key demographic assumption was the allowance made for longevity. The baseline longevity assumptions adopted at this valuation were in line with standard SAPS mortality tables, and included improvements based on medium cohort projections and a 1% p.a. underpin effective from 2008. Based on these assumptions, the average future life expectancies at age 65 are as follows:

| | Males | Females |
|--------------------|------------|------------|
| Current Pensioners | 21.1 years | 23.9 years |
| Future Pensioners | 23.0 years | 25.7 years |

Copies of the 2011 valuation report and Funding Strategy Statement are available on request from the City of Edinburgh Council, administering authority to the Fund.

Experience over the period since April 2011

The administering authority monitors the funding position on a regular basis as part of its risk management programme. The most recent funding update was produced at 31 March 2013. It showed that the funding level (excluding the effect of any membership movements) had fallen from 86% to 85% due to falling real bond yields and partially offset by strong asset performance.

The next actuarial valuation will be carried out as at 31 March 2014. The Funding Strategy Statement will also be reviewed at that time.

Richard Warden

Fellow of the Institute and Faculty of Actuaries
For and on behalf of

Hymans Robertson LLP

20 Waterloo Street

Glasgow

G2 6DB

30 May 2013



STATEMENT OF RESPONSIBILITIES FOR THE STATEMENT OF ACCOUNTS

Statement of responsibilities for the Statement of Accounts

The Administering Authority's responsibilities require it to:

- make arrangements for the proper administration of the financial affairs of the pension funds in its charge and to secure that one of its officers has the responsibility for the administration of those affairs. The Head of Finance serves as the Section 95 Officer for all of the Council's accounting arrangements, including those of the Lothian Pension Funds. For the Lothian Pension Funds, however, this Section 95 responsibility has been delegated to the Pensions and Accounting Manager.
- manage its affairs to secure economic, efficient and effective use of its resources and safeguard its assets.

The Pensions and Accounting Manager is responsible for the preparation of the Pension Funds' statement of accounts which, in terms of the CIPFA / LASAAC Code of Practice on Local Authority Accounting in the United Kingdom 2012/13 (the Code of Practice), is required to present a true and fair view of the financial position of the Pension Funds at the accounting date and their income and expenditure for the year (ended 31 March 2013).

In preparing this statement of accounts, the Pensions and Accounting Manager has:

- selected suitable accounting policies and then applied them consistently
- made judgements and estimates that were reasonable and prudent
- complied with the Code of Practice.

The Pensions and Accounting Manager has also:

- kept proper accounting records which were up to date
- taken reasonable steps for the prevention and detection of fraud and other irregularities.

Statement of Accounts

The Statement of Accounts presents a true and fair view of the financial position of the Pension Funds as at 31 March 2013, and their income and expenditure for the year ended 31 March 2013.

JOHN BURNS, FCMA CGMA
Pensions and Accounting Manager
24 September 2013

INDEPENDENT AUDITOR'S REPORT

Independent Auditor's report

Independent auditor's report to the members of City of Edinburgh Council as administering body for Lothian Pension Funds and the Accounts Commission for Scotland

I certify that I have audited the financial statements of Lothian Pension Funds for the year ended 31 March 2013 under Part VII of the Local Government (Scotland) Act 1973. The financial statements comprise the fund accounts, the net assets statements and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union, and as interpreted and adapted by the Code of Practice on Local Authority Accounting in the United Kingdom 2012/13 (the 2012/13 Code).

This report is made solely to the parties to whom it is addressed in accordance with Part VII of the Local Government (Scotland) Act 1973 and for no other purpose. In accordance with paragraph 125 of the Code of Audit Practice approved by the Accounts Commission for Scotland, I do not undertake to have responsibilities to members or officers, in their individual capacities, or to third parties.

Respective responsibilities of the Pensions and Accounting Manager and auditor

As explained more fully in the Statement of Responsibilities, the Pensions and Accounting Manager is responsible for the preparation of financial statements and for being satisfied that they give a true and fair view. My responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland) as required by the Code of Audit Practice approved by the Accounts Commission for Scotland. Those standards require me to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the funds' circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the Pensions and Accounting Manager; and the overall presentation of the financial statements. In addition, I read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements. If I become aware of any apparent material misstatements or inconsistencies I consider the implications for my report.

Opinion on financial statements

In my opinion the financial statements:

- give a true and fair view in accordance with applicable law and the 2012/13 Code of the financial transactions of the funds during the year ended 31 March 2013, and of the amount and disposition at that date of their assets and liabilities;
- have been properly prepared in accordance with IFRSs as adopted by the European Union, as interpreted and adapted by the 2012/13 Code; and
- have been prepared in accordance with the requirements of the Local Government (Scotland) Act 1973 and the Local Government in Scotland Act 2003.

INDEPENDENT AUDITOR'S REPORT

Opinion on other prescribed matters

In my opinion the information given in the sections titled Review of the Year, About the Funds, and Investment and Performance for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which I am required to report by exception

I am required to report to you if, in my opinion:

- adequate accounting records have not been kept; or
- the financial statements are not in agreement with the accounting records; or
- I have not received all the information and explanations I require for my audit; or
- the Governance Compliance Statement does not comply with guidance from the Scottish Ministers.

I have nothing to report in respect of these matters.

DAVID MCCONNELL
Assistant Director of Audit
Audit Scotland
4th Floor, South Suite
The Athenaeum Building
8 Nelson Mandela Place
Glasgow, G2 1BT

24 September 2013

ANNUAL GOVERNANCE STATEMENT

Annual Governance Statement

Scope of Responsibility

The City of Edinburgh Council is responsible for ensuring that its business is conducted in accordance with the law and appropriate standards, and that public money is safeguarded, properly accounted for, and used economically, efficiently, effectively and ethically. The Council also has a duty to make arrangements to secure continuous improvement in the way its functions are carried out.

In discharging these responsibilities, elected members and senior officers are responsible for implementing effective arrangements for governing the Council's affairs, and facilitating the effective exercise of its functions, including arrangements for the management of risk.

To this end, the Council has approved and adopted a Local Code of Corporate Governance that is consistent with the principles of the CIPFA / SOLACE framework "Delivering Good Governance in Local Government". This statement explains how the City of Edinburgh Council delivers good governance and reviews the effectiveness of those arrangements. It also includes a statement on internal financial control.

The Governance framework of the Council and Lothian Pension Funds

The governance framework, which was reviewed during 2012/13, comprises the systems, processes, cultures and values by which the Council and Lothian Pension Funds are directed and controlled. It also describes the way it engages with, accounts to and leads the various stakeholders.

The Council's Local Code of Corporate Governance is supported by evidence of compliance which is regularly reviewed and available for inspection. The Council has implemented arrangements for monitoring each element of the framework and providing evidence of compliance. The Head of Internal Audit has reviewed the arrangements and is satisfied that the Code continues to be adequate and effective. The framework meets the principles of effective governance.

Internal financial controls

The Funds place reliance upon the internal financial controls within the City of Edinburgh Council's financial systems and the monitoring in place to ensure the effectiveness of these controls. Within the overall control arrangements, the system of internal financial control is intended to ensure that assets are safeguarded, transactions are authorised and properly recorded, and material errors or irregularities are either prevented or would be detected within a timely period. The key elements of the Council's governance framework include financial regulations, financial monitoring, financial and administrative procedures (including segregation of duties, management supervision, and a system of delegation and accountability).

The system includes:

- budgeting systems;
- reviews of financial and performance reports against forecasts;
- consideration of external and internal audit reports by the Governance, Risk and Best Value Committee (for Council) and by the Pensions Committee and Pensions Audit Sub-Committee (for Lothian Pension Funds).

These arrangements also include:

- identifying the Council's objectives in the Single Outcome Agreement;
- identifying the objectives of the Funds in Funding Strategy Statement, Statement of Investment Principles and Service Plan;
- monitoring of the achievement of objectives by the Council, Pensions Committee and senior officers;
- a systematic approach to monitoring service performance by Committee, senior officers and stakeholders;

ANNUAL GOVERNANCE STATEMENT

- describing the role of the Council and its Committees, including the Pensions Committee, in Council Standing Orders, which also sets out the decision-making powers delegated to officers;
- Financial Regulations (or equivalent) that specify the controls over budgeting, income, expenditure and financial performance;
- the Council's Monitoring Officer and the Fund's Legal, Risk and Development Manager who ensure compliance with laws and regulations, with a detailed compliance framework covering key activities;
- a risk management policy, including a regularly reviewed risk register, serves to manage risk to the Funds appropriately;
- the Council's Audit Committee (the Governance, Risk and Best Value Committee) and its successor in respect of the Lothian Pension Funds, the Pensions Audit-Sub Committee, whose core functions comply with CIPFA standards
- comprehensive budget and expenditure monitoring systems
- targets against which financial and operational performance can be assessed
- clearly defined capital expenditure guidelines;
- formal project management disciplines;
- codes of conduct for elected members , Consultative Panel members and officers
- a structured programme to ensure that Committee members have the required standard of knowledge and understanding of Local Government Pension Scheme matters;
- operating within clearly established investment guidelines defined by the Local Government Pension Scheme Investment Regulations and the Funds' Statements of Investment Principles ;
- compliance with the CIPFA Principles for Investment Decision Making in the Local Government Pension Scheme and the Myners Principles on investment;
- with the exception of managed funds, unlisted investments and property, all investments are held under custody by a global custodian. The Funds benefit from the custodian's extensive internal control framework;
- benchmarking of services in terms of quality and cost against other Local Government Pension Scheme funds.

A significant part of the governance framework is the system of internal control, which is based on an ongoing process to identify and prioritise risks to achieve the objectives of the Funds.

Following his appointment in September 2011, in view of concerns over the robustness of the Council's systems of internal control and risk management arrangements, the Director of Corporate Governance commissioned an independent review of their effectiveness. The results of this assessment were reported in May 2012, with a total of forty-three recommendations made. Twelve of these served to mitigate weaknesses exposing the Council, either individually or in combination, to risk of significant loss or error.

While good progress has been made in implementing the required improvements, a number remained outstanding as of 31 March 2013, including development of corporate debt and anti-fraud policies and procedures to reduce the volume of payments falling outside the control afforded by the three-way matching process. Further improvements are also required in the Council's ICT governance arrangements.

In addition to the specific measures put in place to strengthen elements of the financial control framework, following Council's approval of the adoption of a co-sourced operating model, the internal audit function is being realigned to widen its focus to include non-financial controls and mitigate the Council's risk exposure through developing additional capacity in this area. Although the new operating arrangements are now in place and working well, the necessary skills transfer will take place over the full three-year period of the partnership and thus remains in its initial stages.

While the system is designed to enable the Funds to manage risk effectively, it cannot eliminate all risks of failure to implement policies and achieve objectives. Therefore, it provides a reasonable, but not absolute, assurance of effectiveness.

ANNUAL GOVERNANCE STATEMENT

Review of effectiveness

The Internal Audit Section operates in accordance with CIPFA's Code of Practice for Internal Audit and complies with the ISO 9001/2008 quality standard. The Audit Section undertakes an annual work programme based on an agreed audit strategy and formal assessments of risk that are reviewed regularly during the year. During the year the Head of Internal Audit reported to the Head of Finance but had free access to the Chief Executive, all directors and elected members, and had the right to report to the Audit Committee and Pensions Committee in her own name.

The Head of Internal Audit has provided an assurance statement on the effectiveness of the system of internal control, which was informed by:

- the certified assurances from the Investment and Pensions Service Manager
- senior officers' management activities
- Internal Audit's review work
- Audit Scotland's review work leading to its Annual Audit Report
- risk management procedures.

Section 95 of the Local Government (Scotland) Act 1973 states that "every local authority shall make arrangements for the proper administration of their financial affairs and shall secure that the proper officer of the authority has responsibility for the administration of those affairs". The Head of Finance serves as the Section 95 Officer for all of the Council's accounting arrangements, including those of the Lothian Pension Funds. For the Pension Funds, however, this Section 95 responsibility has been delegated to the Pensions and Accounting Manager.

In compliance with standard accounting practice, the Pension and Accounting Manager has provided the Chief Executive with a statement of the effectiveness of the internal financial control system of the Funds for the year ended 31 March 2013. It is the Pension and Accounting Manager's opinion that reasonable assurance can be placed upon its effectiveness.

Certification

It is our opinion that, in light of the foregoing, reasonable assurance can be placed upon the adequacy and effectiveness of the systems of governance of the Funds.

| | | | |
|-------------------|-------------------------------------|---|--|
| SUE BRUCE | ALASTAIR MACLEAN | COUNCILLOR MAUREEN CHILD | COUNCILLOR ALASDAIR RANKIN |
| Chief Executive | Director of Corporate Governance | Pensions Committee Convener (Resigned: 21 August 2013) | Pensions Committee Convener (Appointed: 22 August 2013) |
| 24 September 2013 | 24 September 2013 | 24 September 2013 | 24 September 2013 |

GOVERNANCE COMPLIANCE STATEMENT

Governance Compliance Statement

The Regulations that govern the management of Local Government Pension Scheme in Scotland require that a Governance Compliance Statement is published. This statement sets out the extent to which governance arrangements comply with best practice.

| Principle | | Full Compliance | Comments |
|------------------|---|-----------------|--|
| Structure | The management of the administration of benefits and strategic management of fund assets clearly rests with the main committee established by the appointing Council. | Yes | The City of Edinburgh Council acts as administering authority and delegates all pension scheme matters to a committee of 7 members (Pensions Committee) made up as follows: <ul style="list-style-type: none"> - 5 City of Edinburgh elected members - 2 external members taken from the Lothian Pension Fund Consultative Panel (1 employer representative and 1 member representative). |
| | That representatives of participating LGPS employers, admitted bodies and scheme members (including pensioner and deferred members) are members of either the main or secondary committee established to underpin the work of the main committee. | Yes | The Pensions Committee includes two external places for pension fund stakeholders i.e. 1 employer representative and 1 member representative that are taken from the Lothian Pension Fund's Consultative Panel. Fund members and employers are also represented by a Lothian Pension Funds' Consultative Panel. Membership includes 6 employer representatives and 6 member representatives. |
| | That where a secondary committee or panel has been established, the structure ensures effective communication across both levels. | Yes | The Lothian Pension Funds' Consultative Panel attends the Pensions Committee meetings in an advisory, non-voting capacity and takes part in training events. Two members of the Panel are also full voting members of the Pensions Committee. Implementation of investment strategy is delegated to the Director of Corporate Governance, who takes advice from the Investment Strategy Panel. The Panel meets quarterly and reports to the Pensions Committee annually. |
| | That where a secondary committee or panel has been established, at least one seat of the main committee is allocated for a member from the secondary committee or panel. | Yes | Membership of the Lothian Pension Funds' Consultative Panel consists of the Convener of the Pensions Committee, the 2 external members of the Pensions Committee and 10 other representatives. The Investment Strategy Panel consists of Director of Corporate Governance, Investment and Pensions Service Manager, Pensions and Accounting Manager, Investment Manager and three independent advisers. |

GOVERNANCE COMPLIANCE STATEMENT

| Principle | | Full Compliance | Comments |
|--|--|-----------------|---|
| Representation | a) That all key stakeholders are afforded the opportunity to be represented within the main or secondary committee structure. These include: <ul style="list-style-type: none"> • Employing authorities (including non-scheme employers, e.g. admitted bodies); • Scheme members (including deferred and pensioner scheme members) | Yes | <p>The Lothian Pension Funds' Consultative Panel consists of a mix of representatives:</p> <ul style="list-style-type: none"> - 6 employer representatives from non-administering authority employers (of which 2 places are reserved for Lothian Buses plc and Scottish Government) - 6 member representatives including 1 pensioner representative, 3 members (active or deferred) appointed by the Trade Union Consultative Committee and 2 members (active or deferred) appointed through an alternative route. |
| | <ul style="list-style-type: none"> • Where appropriate, independent professional observers, and • Expert advisors (on an ad-hoc basis). | Yes | <p>An Independent Professional Observer was appointed in March 2013 to help Committee scrutinise advice.</p> <p>Three independent investment advisers sit on the Investment Strategy Panel.</p> <p>A separate specialist Pension's Audit Sub-Committee consisting of 3 members (including at least 2 elected members from the City of Edinburgh Council) undertake the audit scrutiny of the pension funds.</p> |
| | b) That where lay members sit on a main or secondary committee, they are treated equally in terms of access to papers and meetings, training and are given full opportunity to contribute to the decision making process, with or without voting rights | Yes | <p>The Lothian Pension Funds' Consultative Panel attends the Pensions Committee meetings in an advisory capacity and take part in all Committee training events. The Pensions Committee takes account of the views of the Lothian Pension Fund's Consultative Panel when making decisions.</p> |
| Selection and Role of Lay Members | a) That committee or panel members are made fully aware of the status, role and function that they are required to perform on either a main or secondary committee. | Yes | <p>A comprehensive training programme including induction is in place. Pensions Committee is expected to attend 3 days training each year and Lothian Pension Funds Consultative Panel members one day's training each year. A code of conduct is conditional to the appointment to members of the Lothian Pension Funds' Consultative Panel.</p> |
| | b) That at the start of any meeting, committee members are invited to declare any financial or pecuniary interest related to specific matters on the agenda. | Yes | <p>The declaration of members' interests is a standard item on the agenda of the Pensions Committee.</p> <p>A Code of Conduct also applies to all members of the Pension Committee and to the Lothian Pension Funds' Consultative Panel.</p> |

GOVERNANCE COMPLIANCE STATEMENT

| Principle | | Full Compliance | Comments |
|--|---|-----------------|--|
| Voting | The policy of individual administering authorities on voting rights is clear and transparent, including the justification for not extending voting rights to each body or group represented on main LGPS committees. | Yes | 5 of the 7 places in the Pensions Committee are held by elected members of the City of Edinburgh Council, which is required to retain a 2/3 majority in line with the Local Government (Scotland) Act 1973. The constitution of the Lothian Pension Funds' Consultative Panel clearly documents how 1 employer and 1 member representative will be elected to the Pensions Committee. |
| Training / Facility Time / Expenses | a) That in relation to the way in which statutory and related decisions are taken by the administering authority, there is a clear policy on training, facility time and reimbursement of expenses in respect of members involved in the decision making process. | Yes | A training policy has been adopted. The Lothian Pension Fund budget includes an allowance for training. The CIPFA framework is used to identify gaps in knowledge and understanding. Training organised for Committee is also provided to the Panel. Sometimes separate sessions are held depending on the material. Attendance at meetings and training is monitored and reported. |
| | b) That where such a policy exists, it applies equally to all members of committees, sub-committees, advisory panels or any other form of secondary forum. | Yes | The training policy ensures all members are treated equally. Members of the Lothian Pension Funds Consultative Panel are encouraged to attend in-house training events. Advisers have their own professional continued professional development. |
| Training / Facility Time / Expenses | c) That the administering authority considers the adoption of annual training plans for committee members and maintains a log of all such training. | Yes | Each Pensions Committee member receives at least three days of training each year. Attendance at meetings and training is monitored and reported. |
| | | | |
| Meetings frequency | a) That an administering authority's main committee or committees meet at least quarterly. | Yes | The Pensions Committee meets at least four times a year. |
| | b) That an administering authority's secondary committee or panel meet at least twice a year and is synchronised with the dates when the main committees sits. | Yes | The Lothian Pension Funds Consultative Panel attends all the Pensions Committee meetings. Further meetings are held if necessary. The Investment Strategy Panel meets quarterly or more frequently, as required. |

GOVERNANCE COMPLIANCE STATEMENT

| Principle | | Full Compliance | Comments |
|---------------------------|--|-----------------|---|
| Meetings frequency | c) That an administering authority who does not include lay members in their formal governance arrangements must provide a forum outside of those arrangements by which the interests of key stakeholders can be represented. | Not applicable | |
| Access | That subject to any rules in the council's constitution, all members of main and secondary committees or panels have equal access to committee papers, documents and advice that falls to be considered at meetings of the main committee. | Yes | Committee papers and minutes are publicly available on the Council's website and all Committee and Consultative Panel members have equal access. |
| Scope | That administering authorities have taken steps to bring wider scheme issues within the scope of their governance arrangements. | Yes | <p>The Pensions Committee deals with all matters relating to both the administration and investment of the Funds.</p> <p>A separate specialist Pension Audit Sub-Committee consisting of 3 members (including at least 2 elected members from the City of Edinburgh Council) undertake the audit scrutiny of the pension funds.</p> |
| Publicity | That administering authorities have published details of their governance arrangements in such a way that stakeholders with an interest in the way in which the scheme is governed, can express an interest in wanting to be part of those arrangements. | Yes | <p>The City of Edinburgh Council is responsible for the appointment of members to the Pensions Committee. However on an annual basis:</p> <ul style="list-style-type: none"> - the employer representative to be nominated for the Pensions Committee is selected by the employer representatives of the Consultative Panel - the member representative to be nominated to the Pensions Committee is selected by the member representatives of the Consultative Panel. <p>Membership of the Consultative Panel is rotated every 3 years.</p> <p>Lothian Pension Fund publishes governance documents and communicates regularly with employers and scheme members. Two members of the Consultative Panel are recruited by self nomination.</p> |

RISK MANAGEMENT STATEMENT

Risk Management Statement

The Fund is committed to a strong control environment to ensure that risks are identified, understood, managed and monitored appropriately. The risks faced by the Fund change over time and ongoing management of risk is crucial.

The most significant risks at 31 March 2012 were as follows:

| Description | Impact | Likelihood | Risk score before controls | Risk score at 31 March 2012 |
|---|--------|------------|----------------------------|-----------------------------|
| Under funding leading to pressure on employer contributions. | 8 | 7 | 56 | 5 |
| Recruitment and retention of appropriate key staff | 8 | 7 | 56 | 20 |
| Risk of incorrect pension payments | 7 | 8 | 56 | 49 |
| The collapse of an Employer body member, leading to pressure on other employers | 6 | 7 | 42 | 6 |
| Fraud/theft of Council/Pension Fund assets | 7 | 6 | 42 | 16 |
| Employers make HR decisions without considering the impact on the pension fund | 6 | 7 | 42 | 12 |

As at 31 March 2013, the most significant risks, as assessed by the Investment and Pensions Service Management Team, were as follows:

| Description | Impact | Likelihood | Risk score before controls | Risk score at 31 March 2012 Score |
|---|--------|------------|----------------------------|-----------------------------------|
| Under funding leading to pressure on employer contributions. | 8 | 7 | 56 | 20 |
| Recruitment and retention of appropriate key staff | 8 | 7 | 56 | 24 |
| Risk of incorrect pension payments | 7 | 8 | 56 | 49 |
| The collapse of an employer body member, leading to pressure on other employers | 5 | 9 | 45 | 32 |
| Fraud/theft of Council/Pension Fund assets | 7 | 6 | 42 | 16 |

Impact and likelihood are each scored out of 10, so the current risk scores after control actions represents moderate risks in terms of the Council's overall risk matrix.

The Funds also have a compliance policy and each manager is responsible for ensuring compliance within their area of responsibility. Risk management has been further strengthened in the year by the appointment of a Legal, Risk and Compliance Manager.

ADDITIONAL INFORMATION

Key documents online

You can find further information on what we do and how we do it, on our website www.lpf.org.uk. The following documents are on the website's Publications section:

- [Actuarial Valuation reports](#)
- [Communications strategy](#)
- [Consultative Panel constitution and operation guidance](#)
- [Funding Strategy Statement](#)
- [Annual Report and Accounts](#)
- [Service Plan](#)
- [Statement of Investment Principles](#)
- [Trustee training policy](#)

Fund advisers

| | |
|--|---|
| Actuaries: | Hymans Robertson LLP |
| Auditor: | David McConnell, Assistant Director of Audit, Audit Scotland |
| Bankers: | Royal Bank of Scotland |
| Investment consultancy: | KPMG LLP Gordon Bagot Scott Jamieson |
| Investment custodians: | The Northern Trust Company |
| Investment managers: | Details can be found in the notes to the accounts. |
| Additional Voluntary Contributions (AVC) managers: | Standard Life Prudential |
| Property valuations: | CB Richard Ellis Ltd |
| Solicitors: | The City of Edinburgh Council |

Comments and suggestions

We appreciate your comments and suggestions on this report. Please let us know which sections you found useful and if you have any suggestions for items to be included in the future. Please email your comments to pensions@lpf.org.uk

Accessibility

You can get this document on tape, in Braille, large print and various computer formats if you ask us. Please contact the Interpretation and Translation Service (ITS) on 0131 242 8181 and quote reference number 00819. The ITS can also give information on community language translations.

Photographs

Photographs of the Edinburgh and Lothian area are courtesy of the City of Edinburgh Council and www.edinburgh-inspiringcapital.com

Contact details

If you would like further information about Lothian Pension Fund, Lothian Buses Pension Fund and Scottish Home Pension Fund, please contact us.

| | |
|-------------------|--|
| Address: | Lothian Pension Fund, 3/3 Waverley Court, 4 East Market Street, Edinburgh, EH8 8BG |
| Telephone: | 0131 529 4638 |
| Fax: | 0131 529 6229 |
| Email: | pensions@lpf.org.uk |
| Web: | www.lpf.org.uk |

