**Financial Statements** 

**December 31, 2017** 

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# **Independent Auditor's Report**

Professional Corporation, CPAs Tax | Audit | Advisory

# To the Directors of Soulpepper Theatre Company

We have audited the accompanying financial statements of **Soulpepper Theatre Company**, which comprise the balance sheet as at December 31, 2017 and the statements of operations and changes in net assets and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with Canadian accounting standards for not-for-profit organizations, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

# Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained in our audit is sufficient and appropriate to provide a basis for our audit opinion.

# Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of **Soulpepper Theatre Company** as at December 31, 2017 and the results of its operations, changes in net assets and its cash flows for the year then ended in accordance with Canadian accounting standards for not-for-profit-organizations.

Hogg, Shain & Scheck PC

Toronto, Ontario June 25, 2018 Authorized to practise public accounting by the Chartered Professional Accountants of Ontario

# **Balance Sheet**

December 31, 2017 (\$ amounts are in thousands)

	2017	2016
ASSETS		
Current: Cash (Note 3) Accounts receivable (Note 6) Prepaid expenses and other assets (Note 6)	\$ 1,359 343 273 1,975	\$ 1,358 904 737 2,999
Investment in joint venture (Note 6) Capital assets, net (Note 5)	<u>606</u>	691
LIABILITIES	<u>\$ 2,581</u>	\$ 3,690
Current: Accounts payable and accrued liabilities (Notes 6 and 7) Deferred revenues (Note 8)	\$ 444 1,731 2,175	\$ 551 2,085 2,636
Deferred contributions (Note 9)	<u>542</u> 2,717	634 3,270
Commitments (Notes 6 and 10)		
Subsequent event (Note 14)		
NET ASSETS (DEFICIT)		
External endowment funds, market value \$8,354 (Note 11)		
Invested in joint venture (Note 6) Unrestricted	(136)	420
	<b>\$ 2,581</b>	\$ 3,690

Approved on behalf of the	Board of Directors:
	Director
Va-	Director

# Statement of Operations and Changes in Net Assets

# Year ended December 31, 2017 (\$ amounts are in thousands)

	2017	2016
REVENUES*		
Donations Performance Grants (Note 12) Sponsorships Other Endowment income (Note 11) Amortization of deferred capital asset contributions (Note 9)	\$ 4,914 3,510 2,042 1,013 598 365 92	\$ 4,130 3,888 1,715 903 636 368 92
EXPENSES*		
Artistic and production (Note 6) Marketing and promotion Administration and office (Note 6) Education programs (Note 6) Fundraising Contributions to joint venture operations (Note 6) Facility operating costs (Note 10) Amortization of capital assets Joint venture cost recoveries (Note 6)	8,204 1,700 1,185 876 613 563 338 134 (523)	7,741 1,214 1,083 625 715 522 300 108 (523)
	<u> 13,090</u>	11,785
DEFICIENCY OF REVENUES OVER EXPENSES*	(556)	(53)
UNRESTRICTED NET ASSETS, beginning of year	420	<u>473</u>
UNRESTRICTED NET ASSETS (DEFICIT), end of year	<b>\$</b> (136)	<u>\$ 420</u>

<sup>\*</sup> New York Residency (Note 13)

# **Statement of Cash Flows**

# Year ended December 31, 2017

(\$ amounts are in thousands)

To difficulties and in differences,		2017		2016
Cash derived from (used for)				
OPERATING ACTIVITIES:				
Deficiency of revenues over expenses	\$	(556)	\$	(53)
Adjustment for items not involving cash:  Amortization of deferred capital asset contributions  Amortization of capital assets		(92) 134		(92) 108
Net change in non-cash operational working capital: Accounts receivable Prepaid expenses and other assets Accounts payable and accrued liabilities Deferred revenues		561 464 (107) (354)		(513) (316) (77) <u>744</u> (199)
FINANCING ACTIVITIES:				
Deferred contributions received for capital asset purchases		<del>_</del>		<u>36</u>
INVESTING ACTIVITY:				
Cash disbursed for capital asset purchases		(49)		<u>(101</u> )
INCREASE (DECREASE) IN CASH		1		(264)
CASH, beginning of year		1,358		1,622
CASH, end of year	<u>\$</u>	1,359	<u>\$</u>	1,358

# **Notes to Financial Statements**

# **December 31, 2017**

(\$ amounts are in thousands)

## 1. NATURE AND PURPOSE OF THE ORGANIZATION

Soulpepper Theatre Company ("Soulpepper"), founded in 1998, was incorporated without share capital by Letters Patent under the Canada Corporations Act, and continued under the Canada Not-for-Profit Corporations Act in 2014, and is registered with Canada Revenue Agency as a charitable organization.

Soulpepper is Toronto's largest not-for-profit theatre company. Founded and guided by artists, Soulpepper has an integrated mission which includes: youth outreach initiatives; the Soulpepper Academy, a multi-year paid professional training program for theatre artists of all disciplines; and a year-round diverse repertory season which is grounded in the classics and committed to the creation of new works, new forms and innovative practices.

# 2. SIGNIFICANT ACCOUNTING POLICIES

# Basis of presentation

These financial statements are the representation of management and were prepared in accordance with Canadian accounting standards for not-for-profit organizations in Part III of the *CPA Canada Handbook* and include the following significant accounting policies.

# Measurement uncertainty

The preparation of financial statements in conformity with Canadian accounting standards for not-for-profit organizations requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the period. These estimates are reviewed periodically and adjustments are made to revenues and expenses as appropriate in the period they become known. Significant estimates requiring management judgment consist principally of redemption rates for gift certificates which can be redeemed for tickets to future performances and the recognition of breakage revenue from unredeemed gift certificates.

## Financial instruments

Soulpepper initially measures its financial assets and financial liabilities at fair value. It subsequently measures all its financial assets and financial liabilities at amortized cost.

The financial assets subsequently measured at amortized cost include cash and accounts receivable. The financial liabilities measured at amortized cost include accounts payable.

# Investment in joint venture

The investment in GBSP Centre Corp. ("GBSP"), in which Soulpepper is an equal 50% joint venture participant, is accounted for using the equity method (see Note 6).

# Capital assets

Capital assets are recorded at cost less accumulated amortization. Amortization is provided on a straight-line basis over the following estimated useful lives:

Leasehold improvements	20	years
Furniture, fixtures, other equipment and vehicles	5	years
Computer equipment and software applications	3	years

# **Notes to Financial Statements**

# **December 31, 2017**

(\$ amounts are in thousands)

# 2. SIGNIFICANT ACCOUNTING POLICIES (continued)

## Revenue recognition

Box office, education program and other performance-related revenues are recognized when received or receivable upon substantial completion of performance or program, provided that the amount to be received can be reasonably estimated and collection is reasonably assured. Costs of specific productions or education programs that meet the definition of assets in *CPA Canada Handbook 1000: Financial Statement Concepts* are capitalized and classified as prepaid expenses and other assets until presentation of the related production or program.

Soulpepper follows the deferral method of accounting for contributions, which include donations, sponsorships and government grants. Unrestricted contributions are recognized as revenue in the year received or receivable if the amount to be received can be reasonably estimated and collection is reasonably assured. Externally restricted contributions for operations are recognized as revenue in the year in which the related activity takes place and expenses are incurred.

## Sponsorships in kind and contributed services

Sponsorships in kind and contributed services, which include advertising and accommodations, among other items, are not recognized in the financial statements.

# Foreign currency translation

Monetary assets and liabilities are translated at the prevailing rates of exchange at the balance sheet date. Revenues and expenses are translated at the average exchange rates for the year.

# Classification of Soulpepper Academy artist costs

Soulpepper Academy artist costs are classified as artistic and production in the statement of operations when the artists are participating in performance-related activities.

## 3. FINANCIAL INSTRUMENTS

Cash consists of cash on hand and bank deposits residing in interest-bearing accounts at a Schedule 1 Canadian bank. Soulpepper is exposed to credit risk for the amount of cash held in these accounts, to the extent that it exceeds \$100 in CDIC-insured deposits, in the event of non-performance by the financial institution. To date, Soulpepper has not incurred losses related to cash balances and does not anticipate non-performance by other parties. Soulpepper is also exposed to currency risk as a result of exchange rate fluctuations and the volatility of these rates affecting its cash denominated in U.S. dollars. Soulpepper does not enter into forward contracts to mitigate this risk.

The carrying value of Soulpepper's accounts receivable and accounts payable approximates their fair value due to the relatively short term to maturity of those instruments.

Soulpepper has no significant credit risk in respect of its accounts receivable, and no significant currency risk in respect of U.S. \$ bank accounts.

Soulpepper manages its cash based on its cash flow needs and with a view to optimizing its interest income.

# **Notes to Financial Statements**

# **December 31, 2017**

(\$ amounts are in thousands)

## 4. CAPITAL MANAGEMENT

In managing capital, Soulpepper focuses on liquid resources available for operations. Soulpepper's objective is to have sufficient liquid resources to continue operating despite adverse financial events and to provide it with the flexibility to take advantage of opportunities that will advance its mission. The need for sufficient liquid resources is considered in the preparation of an annual budget and in the monitoring of cash flows and actual operating results compared to budget.

Soulpepper has available a bank credit facility of \$800 for general operating purposes that is used when sufficient cash flow is not available from operations to cover operating and capital expenditures. Advances under this credit facility bear interest at the bank's prime lending rate plus half of one percent per annum, with interest payable monthly, and are secured by a general security agreement over its assets. No advances were outstanding under the credit facility at December 31, 2017 or 2016.

In addition to the bank credit facility of \$800, Soulpepper has available an additional credit facility of \$1,100 for general operating purposes. This facility is available to Soulpepper through December 31, 2021. Advances under this credit facility bear interest at the bank's prime lending rate plus half of one percent per annum, with interest payable annually by January 15<sup>th</sup> of the subsequent year. This facility is subordinate to Soulpepper's bank credit facility.

Soulpepper has an obligation of \$255 in favour of Canadian Actors' Equity Association ("CAEA") at December 31, 2017 with respect to its obligations under engagement contracts with CAEA members. The obligation is guaranteed by Trisura Guarantee Insurance Company under a bonding agreement.

As at December 31, 2017, Soulpepper has met its objective of having sufficient liquid resources to meet its current obligations.

## 5. CAPITAL ASSETS

	Cost			ook Value
Tangible assets		amortization	2017	2016
Leasehold improvements Furniture, fixtures and equipment Audio and video equipment Vehicle	\$ 1,225 178 82 38	(168) (20)	\$ 492 10 62 12	\$ 573 7 34 18
Intangible assets	1,523	(947)	576	632
Software applications	89	(59)	30	59
	<u>\$ 1,612</u>	\$ (1,006)	\$ 606	<u>\$ 691</u>

Substantially all of Soulpepper's tangible capital assets relate to the Baillie Centre theatre facility and were funded by capital asset contributions. Software applications costs of \$89 relate primarily to a website content management system funded by a capital grant from the Ontario Trillium Foundation received in 2014 and 2015 (See Note 9).

# **Notes to Financial Statements**

# **December 31, 2017**

(\$ amounts are in thousands)

## 6. GBSP CENTRE CORP.

GBSP was incorporated without share capital by Letters Patent under the Canada Corporations Act in 2003, and continued under the Canada Not-for-Profit Corporations Act in 2014, and is registered with Canada Revenue Agency as a charitable organization.

GBSP was formed by George Brown College (GBC) and Soulpepper, as equal joint venture participants, to establish, build, operate and maintain a theatre and educational complex, known as the Young Centre for the Performing Arts ("Young Centre"). The relationship among GBSP, GBC and Soulpepper is governed by a joint venture agreement dated February 12, 2004, whereby GBC and Soulpepper each provided 50% of the funds required to develop, build and start up the Young Centre, as well as providing the funds required to cover net operating cash shortfalls, by way of contributions or loans. The joint venture has a December 31 year end.

Because GBC and Soulpepper have each funded the operating shortfalls of GBSP and applied deferral accounting with respect to capital contributions received, the net assets of GBSP are \$nil as at December 31, 2017 and 2016. As a result, Soulpepper's investment in joint venture and invested in joint venture figures are also \$nil as at December 31, 2017 and 2016.

The following is a summary of Soulpepper's 50% interest in the financial position of GBSP:

	2	2016		
Current assets Capital assets, net Current liabilities Deferred capital asset contributions	<b>\$</b> 	376 5,251 (369) (5,258)	\$	631 5,367 (579) (5,41 <u>9</u> )
Net assets	<u>\$</u>	-	\$	

The following is a summary of Soulpepper's 50% interest in the results of operations and cash flows of GBSP:

	2017	2016	
Operating revenues Operating expenses Operating loss Contributions from joint venture participants	\$ 1,208 	\$ 1,200 (1,703) (503) 503	
Excess of revenues over expenses	\$	\$ -	
Cash flows from operating activities Cash flows from financing activities Cash disbursed for capital asset purchases	\$ (217) 2 (46)	\$ 45 39 (15)	
Funds restricted for capital asset purchases  Net cash flows	\$ (2 <del>6</del> 1)	\$ 69	

To December 31, 2017, Soulpepper has contributed \$7,723 (2016 - \$7,723) to GBSP to develop, build and start up the Young Centre, and \$4,962 (2016 - \$4,468) to cover operating shortfalls, for a combined total of \$12,685 (2016 - \$12,191) in contributions. In 2017, Soulpepper's 50% share of contributions from joint venture participants was \$563 (2016 - \$503).

# **Notes to Financial Statements**

# **December 31, 2017**

(\$ amounts are in thousands)

# 6. GBSP CENTRE CORP. (continued)

Included in prepaid expenses and other assets is \$7 (2016 - \$75) in contributions made to GBSP during the year to fund net operating cash shortfalls for the subsequent year's operations.

GBSP is party to a lease agreement that expires on February 29, 2024 and provides for a tenant's option to extend the lease for five successive terms of twenty years. Minimum annual payments for basic rent were \$204 (2016 - \$200), reflecting the fourth annual inflation increase under the lease agreement, such increases being capped at a maximum of 6% of the preceding year. Common area costs for realty taxes, maintenance and insurance were \$485 in 2017 (2016 - \$406).

Under the joint venture agreement with GBSP, GBC and Soulpepper are each anchor tenants in the Young Centre with annual priority use rights at fair market value rates. In 2017, venue related costs charged by GBSP to Soulpepper were \$931 (2016 - \$986). These venue related costs are classified as artistic and production, administration and office, and education programs, as appropriate, in the statement of operations.

Under a management agreement dated November 15, 2004 and renewed to December 31, 2018, Soulpepper provides management services to GBSP for which Soulpepper is entitled to recover costs of such services, at amounts agreed to by the two parties, which were \$523 in 2017 (2016 - \$523).

Included in accounts receivable of Soulpepper at December 31, 2017 is \$139 (2016 - \$406) due from GBSP. Included in accounts payable of Soulpepper at December 31, 2017 is \$35 (2016 - \$36) due to GBSP.

## 7. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

7.	ACCOUNTS PATABLE AND ACCROED LIABILITIES	20	)17	:	2016
	Trade accounts payable and accruals Government remittances amounts payable	\$	444 0	\$	550 1
		\$	444	<u>\$</u>	<u>551</u>
8.	DEFERRED REVENUES	20	)17	;	2016
	Tickets and subscriptions Grants Sponsorships and donations	<b>\$</b>	583 931 217	\$	428 1,127 530
		<u>\$</u>	<u>1,731</u>	<u>\$</u>	2,085

# Notes to Financial Statements

# **December 31, 2017**

(\$ amounts are in thousands)

### 9. DEFERRED CONTRIBUTIONS

For capital asset purchases:

# Baillie Centre Fund and Other Capital Fund

Balance, beginning of year	\$ 634	\$ 690
Add: contributions received (see Note 5) Less: amortization of deferred capital asset contributions	 - (92)	 36 92)
Balance, end of year	\$ 542	\$ 634

## 10. PREMISES LEASE COMMITMENTS

Soulpepper is party to a lease agreement expiring on September 30, 2025. Minimum annual payments are \$100 for basic rent (escalating annually at a rate of 6% from 2012 to 2015, and 3% from 2016 to 2025), and estimated common area costs for realty taxes, maintenance and insurance. In 2017, the amount of base rent was \$127 (2016 - \$123), and the common area costs were \$145 (2016 - \$121).

In 2016, Soulpepper signed a lease agreement for additional office space expiring on December 31, 2018. The term may be extended, subject to certain conditions, for one successive period of five years less one day. Minimum annual payments are \$29 for basic rent (escalating annually at a rate equal to the greater of 4.5% or the percentage increase in the Consumer Price Index for the preceding calendar year), and estimated common area costs for realty taxes, maintenance and insurance. In 2017, the amount of base rent was \$29 (2016 - \$17) and the common area costs were \$14 (2016 - \$7). Soulpepper has given 180 days' notice to terminate the lease on November 1, 2017.

# 11. EXTERNAL ENDOWMENT FUNDS

Soulpepper has established three external endowment funds, the assets of which are controlled and managed by external organizations in accordance with their respective investment policies, and the income from which is for the benefit of Soulpepper. Accordingly, assets of these funds are not reflected in these financial statements. The combined market value of Soulpepper's external endowment funds, as described below, at December 31 is as follows:

	2017	2016
Ontario Arts Foundation endowment funds (2) Private endowment fund	\$ 7,421 924	\$ 7,354 920
1 HVate chaowine it falls	\$ 8,354	\$ 8,274

# Ontario Arts Foundation endowment funds

The Ontario Arts Foundation ("OAF") operates an Ontario Arts Endowment Fund Program in which it holds and has supplemented contributions made to arts organizations for endowment purposes.

In 2017 and 2016, no amounts were raised for and no amounts were contributed to the Soulpepper Theatre Company Arts Endowment Fund.

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# **Notes to Financial Statements**

# **December 31, 2017**

(\$ amounts are in thousands)

# 11. EXTERNAL ENDOWMENT FUNDS (continued)

The Canadian Arts and Heritage Sustainability Program ("CAHSP") – Endowment Incentives Component is a program of the Government of Canada administered by OAF. Under this program, a grant is provided to OAF for endowment purposes on the basis of funds raised and contributed by Soulpepper. OAF holds these grants from CAHSP in a separate endowment fund – the Soulpepper Theatre Company Canadian Heritage Fund. In 2017, no grants were made (2016 - \$nil) in respect to contributions raised by Soulpepper.

		OAF Fund		CAHSP Fund	Total 2017		Total 2016	
Cumulative contributions by:	•	2.041	œ		¢	2 044	\$	2,941
Soulpepper OAF	\$	2,941 309	\$	-	\$	2,941 309	Ψ	309
CAHSP		-		2,064		2,064	_	2,064
	\$	3,250	\$	2,064	\$	5,314	\$	5,314
Market value:								
2017	\$	4,529	\$	2,892	\$	7,421		
2016	\$	4,488	\$	2,866			\$	7,354

Arts organizations receive income each year for the prior calendar year in amounts determined by OAF, and this income is recorded as revenues in the statement of operations. Income from OAF for 2017 was \$319 (2016 - \$325). These distributions are classified as endowment income in the statement of operations.

## Private endowment fund

In 2008, Soulpepper established the *Baillie Artistic Fellowship Fund*, a donor-advised endowment fund account with a private giving foundation to accept a contribution in the amount of \$1,000 from a donor. In 2017, there were no contributions made to the fund (2016 - \$ nil). As at December 31, 2017, the market value of the fund was \$924 (2016 - \$920).

Income from the fund, in amounts determined by the private giving foundation is paid to Soulpepper each year to fund expenses relating to the Baillie Artistic Fellow. Income paid to Soulpepper for 2017 was \$46 (2016 - \$43) and is classified as endowment income in the statement of operations.

# **Notes to Financial Statements**

# **December 31, 2017**

(\$ amounts are in thousands)

12. GRANT REVENUES				
	2017		2016	
Federal				
Canada Council for the Arts	\$	215	\$	185
Canadian Arts Training Fund		110		140
Other		102		11
Provincial				
Ontario Arts Council		405		385
Ontario Ministry of Tourism, Culture and Sport - Touring		499		512
Ontario Ministry of Tourism, Culture and Sport - Celebrate Ontario		149		100
Municipal				
Toronto Arts Council		450		370
Toronto Arts Council Facility Support		12		12
Toronto Arts Council - Open		100		12
	<u>\$</u>	2,042	\$	1,715

# 13. NEW YORK RESIDENCY

In the summer of 2017, Soulpepper toured to New York City for a month-long residency at the Pershing Square Signature Center, presenting 82 performances of 12 productions and partner presentations. The net cost of this project was \$193, broken down as follows:

REVENUES	2017
KLVLINOLS	
Performance Donations Sponsorships Grants Other	\$ 368 1,326 68 480 2
	 2,244
EXPENSES	
Artistic and production	1,876
Marketing and promotion	453
Administration and office	93
Fundraising	 <u>15</u>
	 2,437
DEFICIENCY OF REVENUES OVER EXPENSES	 (193)

# **Notes to Financial Statements**

# **December 31, 2017**

(\$ amounts are in thousands)

# 14. SUBSEQUENT EVENT

In January 2018, certain parties commenced civil actions against Soulpepper, seeking damages related to alleged workplace harassment. The related costs are not expected to have a material impact on Soulpepper's financial position or results of operations, and will be accounted for in the 2018 fiscal year.

# 15. COMPARATIVE FIGURES

Some of the comparative figures have been reclassified to conform to the current year's presentation.