

## Primary Care Committee – 20<sup>th</sup> February 2024

### Responses to questions from members of the public

#### Question

Agenda item 1.3, Draft Minutes of the PCCC meeting on 19<sup>th</sup> December 2023, pg.8

What is the legislation and relevant parts of the acts that the ICB / PCC relies upon to decide on a change of ownership at St Anns (and other AT Medics contract)?

#### Response

The Alternative Provider of Medical Services contract includes a provision requiring contract holders to request a change of control. A provider must ask permission of the NHS (the Integrated Care Board(s) that commission the relevant services. Change of control is allowed under the terms of the GP contract.

The contract states, Clause 54.3: "*Save in respect of a public limited company listed on an internationally recognised exchange the Contractor shall not undergo a Change of Control without the prior authorisation of the Commissioner and subject to such conditions as the Commissioner may impose.*" This contract clause is set within a wider legal framework and NHS North Central London Integrated Care Board (NCL ICB) takes external and independent legal advice on such matters.

In common with all other London ICBs, NCL ICB is undertaking due diligence in line with our contractual and legal rights and obligations.

The decision whether or not to consent to the change of control will be made at a meeting of the ICB's Primary Care Committee.

As a statutory body, the ICB must act in accordance with public law. Therefore, when determining whether or not to grant consent to the change of control, the Primary Care Committee is required to act reasonably, fairly and in accordance with its legal duties.

#### Question

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Under Governance you state that the application can be rejected on a legal basis or if there were "adverse findings identified in the due diligence process "or where there are significant performance concerns" Can you please give examples of legal or adverse findings or other reasons listed above where a change of ownership has been rejected by an ICB?

#### Response

NHS North Central London Integrated Care Board (NCL ICB) has a responsibility to consider requests for a change of control for those contracts within our remit. It is the responsibility of the ICBs in other areas to consider any change of control requests that are relevant to them.

To date NCL ICB has only received change of control applications from AT Medics and now from Operose Health Ltd as owner of AT Medics Ltd. We do not hold information on Change of Control requests to ICBs nationally.

Due diligence checks collate information on financial standing, bankruptcy, disqualification from holding an Alternative Provider of Medical Services contract, ownership model, handling of patient data and staffing and management. We will consider the regulatory view (Care Quality Commission) of existing services run by the proposed provider and draw on

high-level information (where available / accessible) about performance of services already run by the provider. Lines of enquiry will be shaped by Primary Care leaders and respond to Committee members questions. We will listen carefully to questions and points raised by patients, stakeholders and the public and consider them against the due diligence framework.

The ICB will consider the findings of the due diligence and assurance process carefully. When considering whether or not to grant consent for change of control the ICB will have to act reasonably, fairly and in accordance with its legal duties.