

## Bath & North East Somerset Council

MEETING:	Council
MEETING DATE:	15 September 2011
TITLE:	Update on the establishment of the Community Interest Company for the Provision of Community Health & Social Care Services
WARD:	ALL

### AN OPEN PUBLIC ITEM

#### List of attachments to this report:

Appendix 1: Summary of Conditions for the Transfer of Community Health and Social Care Services to a Social Enterprise arising from Decisions of B&NES Council and NHS B&NES Board

## 1. THE ISSUE

- 1.1 The Council and NHS Bath & North East Somerset (NHS B&NES/'the PCT') are committed to working in partnership to provide integrated community health and social care services and to commission health, social care and housing for the benefit of patients, clients and taxpayers.
- 1.2 The Council and the NHS B&NES Board considered a report on the options for such a divestment in the context of maintaining the integration of services at their meetings on 16<sup>th</sup> and 18<sup>th</sup> November 2010 respectively. The Council and the NHS B&NES Board confirmed their commitment to a direction of travel that aims to transfer integrated community health and social care services into a social enterprise.
- 1.3 In pursuit of this agreed policy direction, and progress having been subject to further scrutiny undertaken through authority delegated to the Chief Executive at the Council meeting in November, a Social Enterprise was established in April 2011. In preparation for trading, this organisation has now registered with Companies House as Sirona Care & Health Community Interest Company.
- 1.4 Any recurring costs falling outside the Council's existing approved budget need to be approved by full Council within the context of the overall savings being delivered and the forthcoming Budget round for 2012/2013.

## 2 RECOMMENDATIONS

That the Council:

- 2.1 Notes the progress against the conditions set out by the Council and the NHS B&NES Board in approving the transfer of community health & social care services as set out in Appendix 1.

- 2.2 Confirms the extent of the authority delegated to the Chief executive as outlined in paragraphs 5.1-5.2 as amended in paragraph 5.6.
- 2.3 Confirms the funding for Non-Delegated Statutory Functions be agree as a priority commitment for the purposes of the 2012/2013 Budget Planning process.
- 2.4 Agrees to provide a guarantee to the Avon Pension Fund in respect of pension liabilities for Council TUPE transferred staff.
- 2.5 Confirms the intent from October 1<sup>st</sup> to transfer the provision of adult social care services to Sirona Care & Health Community Interest Company (“Sirona”/ “the CIC”), subject to agreement of recommendations at 2.3 and signing of both the Business Transfer Agreement and the Community Services Contract by the Chief Executive under delegated authority as outlined in paragraphs 5.1-2 as amended in paragraph 5.6.
- 2.6 Notes the intention of NHS B&NES to enter simultaneously into the same agreement, to transfer the provision of community health services to Sirona Care & Health, and to sign both the Business Transfer Agreement and the Community Services Contract.

### **3 FINANCIAL IMPLICATIONS**

- 3.1 As previously reported to Council, the financial model for the CIC was based upon the future known and anticipated savings targets for the Council and PCT, which have been factored into future income streams for the CIC. This equates to the delivery of recurring annual savings of £1.9m for the Council by year five of the contract period. Total cumulative savings for the Council will be £7.4m over the 5-year period. There will be a similar level of savings generated for the PCT.

#### **Non-Delegatable Statutory Functions**

- 3.2 Funding of a staffing resource employed by the Council to undertake the “audit and assurance” and adult safeguarding activities set out in sections 5.7 to 5.11 in relation to these statutory functions is in the range of £240,734 - £256,586 per annum. This represents a team of six people, including administrative support and is judged to be the minimum necessary resource.
- 3.3 This new growth item has been added to the draft Adult Social Care & Housing Financial Plan 2012/13 and the Council will need to agree this as a priority commitment for the purposes of the 2012/2013 Budget Planning process.

#### **Pension Scheme Guarantee**

- 3.4 The Council is required to provide a guarantee to the Avon Pension Fund in relation to any future liabilities arising in respect of pension payments for Council TUPE transferred staff. This guarantee would only be called upon in the event the CIC was unable to meet future pension liabilities brought about by the company ceasing to trade. It is difficult to forecast with any accuracy the extent of this potential liability given the range of factors involved, particularly the future performance of the investments which underlie the assets of the pension fund. However, the majority of this risk is effectively no more than the position for the Council if it had retained this service in-house. The governance arrangements in place will ensure the financial standing and viability of the CIC are regularly reviewed.

## 4 CORPORATE PRIORITIES

- 4.1 The future of integrated community health and social care services is integral to the achievement of the Council's and the PCT's Health and Well Being Partnership's strategic vision.
- 4.2 The work on Transforming Community Services is consistent with the strategy set out by the Partnership for 2010 - 2015.
- 4.3 The implementation of the decisions by the Council and NHS B&NES therefore directly impacts on the following corporate priorities:
  - Promoting the independence of older people
  - Improving life chances of disadvantaged teenagers and young people.

## 5. THE REPORT

- 5.1 Following the "in principle" decision of Council in November 2010, decisions have been taken pursuant to the delegation granted at that meeting as set out in 5.2 below.
- 5.2 At that meeting Council delegated authority to the Chief Executive with the agreement of the Leader of the Council and the Leader of the Liberal Democrat Group, in consultation with the Labour and Independent Group Leaders, the Cabinet Member for Adult Social Care & Housing, the Chair of the Healthier Communities and Older People Overview & Scrutiny Panel, a further member of the Liberal Democrat group, the Monitoring Officer, and the Council's Section 151 Officer, to:
  - Take all steps necessary or incidental to work with NHS Bath and North East Somerset and General Practitioner Commissioning Representatives to develop the potential social enterprise option.
  - Implement the option including the organizational form of the potential social enterprise and the development and award of the contracts relevant to Council services, subject to the detailed Integrated Business Plan demonstrating to his satisfaction the viability of the new social enterprise *within budget provision* and support for the option being agreed with the GP Commissioning representatives and the Strategic Health Authority.
- 5.3 In accordance with that decision on 17 February 2011, NHS B&NES and B&NES Council (via delegated authority) approved the establishment of a Social Enterprise in the form of a 'Community Interest Company' for the future provision of health and adult social care services currently provided by B&NES Community Health and Social Care Services. This approval and previous decisions were subject to contract, proportionate due diligence, and a number of other key conditions being met, which are set out in Appendix 1.
- 5.4 A summary of the conditions for the transfer of community health and social care services to the CIC arising from decisions of B&NES Council and NHS B&NES Board is attached at Appendix 1.

## Current Position

5.5 The current position may be summarised as follows:

- Registration of the CIC limited by guarantee was achieved on 30<sup>th</sup> March 2011 in the working name of “Community Health and Care Services CIC”. Following work with over 150 staff, volunteers and stakeholders to choose a new name and logo, “*Sirona Care & Health Community Interest Company*” (“Sirona”) has been chosen and registered with Companies House.
- The appointment of Chair Designate (Simon Knighton) and Chief Executive Designate (Janet Rowse) was completed in March and April 2011, and they started their roles on 1 June 2011. Since then three further Non Executive Director appointments have been made, including the nominee put forward by the Council (Lorraine Morgan–Brinkhurst) and an Interim Director of Finance has been appointed. All remaining Board positions will be filled, at least on an interim basis, by 1<sup>st</sup> October.
- Strategic Health Authority approval was granted at the beginning of June 2011.
- A VEAT (Voluntary Ex Ante Transparency Notice) in the European Journal. The notice was issued on 30<sup>th</sup> June 2011. The notice announced the intention to award the contract to B&NES Community Health & Care Services CIC and provided a period of 10 days following publication during which a challenge can be made from dissatisfied potential bidders. No challenge was made during this period and the contract can, therefore, be awarded with no possibility of the contract being set-aside in any future challenge to the process.
- Statutory TUPE consultation started on 11<sup>th</sup> July and closed on 14<sup>th</sup> August. Updates were provided for staff throughout the consultation period and the outcome was communicated to all staff by 31<sup>st</sup> August 2011.
- Separate advisers for Sirona (legal and business) have been appointed to ensure Sirona has independent legal and business advice.
- Sirona has achieved Admitted Body Status in relation to Local Government Pensions and a Directions Order has been obtained in respect of transferring PCT staff.
- The Due Diligence process, which commenced in June 2011, will be completed the first week of September 2011. At the time of writing no significant concerns have arisen for any of the Council, PCT or Sirona from this process.
- Contract negotiations are proceeding well and, subject to the necessary decision-making processes, both the Business Transfer Agreement and Community Services Contract will be signed ahead of the planned effective date of transfer of 1<sup>st</sup> October 2011.
- Sirona is on track to have the appropriate “critical systems” in place and tested to the satisfaction of both the Council and PCT by 1<sup>st</sup> October 2011.

5.6 Following the change in administration in May 2011 it is appropriate to now amend the terms of the delegation by the substitution of Conservative for Liberal democrat in line 2, the word “wellbeing” for Adult Social care and housing and “wellbeing” for “Healthier Communities and Older People” in line 4.

- 5.7 As set out in reports to Council and PCT Board in November 2010, certain statutory responsibilities cannot be delegated to Sirona. In particular, the Local Authority retains key decision making duties in relation to the NHS and Community Care Act 1990. This includes assessment of needs, eligibility for services, charging, signing off support plans and reviewing. Although elements of the assessment can be delegated to an external body, it is clear that the following can only be authorised by an officer within the Local Authority who is clearly authorised to take that decision:
- final assessment.
  - support plans
  - annual and unscheduled reviews.
- 5.8 It is possible that changes to primary legislation will enable the Council to delegate these statutory responsibilities at some point in the future. However, in the meantime, it is important to achieve a balance between a viable social enterprise delivering integrated community health and social care services and fulfilment of the Council's retained statutory responsibilities.
- 5.9 The option of retaining a significant staffing resource within the Council in order to review and sign off each individual assessment, support plan and review has been considered. However, this would introduce delays in a system that is already highly complex and would almost certainly affect service user experience.
- 5.10 The preferred approach is, therefore, one that enables service users and carers to have easy access to an assessment of their needs, a support plan (if eligible) and, if eligible, a package of care and support whilst also retaining the integrated community services model. Having considered the options and associated risks, it is proposed that the Council meet its retained statutory responsibilities in the following ways:
- A Single Panel process to review needs assessment and support plans and take decisions on resource allocations and packages of care and support above a threshold. Panel meetings chaired by a commissioner with independent practitioner advice have been in place since March this year.
  - Below the threshold for the Single Panel, Sirona will make relevant employees available to the Council to perform the non-delegatable functions. This means that those Social Enterprise employees will be acting as Council officers, when performing those functions.
  - Experienced, appropriately qualified, practitioners in the commissioning team to undertake sample audits of decisions related to assessments, support plans and resource allocations and reviews to ensure quality, consistency of application of policy and application of all relevant legislation. This new "audit and assurance" function arises from the transfer of Social Care Services and the associated staffing resource is, therefore, outside of existing budget provision; and
  - A clear, accessible procedure for appealing against a decision in respect of, for example, eligibility for a service.
- 5.11 As the operating model for adult social care becomes increasingly devolved, it is vital that the Local Authority has assurance that safeguarding adults arrangements across B&NES are effective and that service users are safe from neglect and abuse. It is proposed that the Council has assurance through experienced, appropriately qualified, practitioners in the commissioning team who will:
- Authorise that the criteria for using the safeguarding procedure have been met;

- Audit decisions made to terminate cases at Stage one to four of the Safeguarding Adults Procedure
- Chair Safeguarding Strategy Meetings;
- Agree Safeguarding Investigation / Assessment report recommendations
- Chair Safeguarding Protection Planning Meetings;
- Chair Safeguarding Review Meetings, including authorisation of termination of the procedure as appropriate.

## 6 RISK MANAGEMENT

- 6.1 A risk assessment related to the issue and recommendations has been undertaken, in compliance with the Council's decision making risk management guidance.
- 6.2 Both Sirona and the commissioning team are continuously developing their risk registers and risk management arrangements.

## 7 EQUALITIES

- 7.1 In accordance with Corporate guidelines, an Equalities Impact Assessment was carried out on the Integrated Business Plan submitted by the Social Enterprise in January 2011. The potential impacts for groups with protected characteristics along with steps proposed to mitigate them are set out in the table below:

<b>Identify the impact / potential impact of the financial plan on</b>	<b>Examples of how the financial plan promotes equality</b>	<b>Examples of potential negative or adverse impact and what steps have been or could be taken to address this</b>
<b>Disability</b> – Disabled people (ensure consideration of a range of impairments including both physical and mental impairments)	<ul style="list-style-type: none"> <li>• Improved access for people with Learning Difficulties to mainstream services</li> <li>• Contribution to improved mental health care pathway, including increased emphasis on independent living and recovery orientated activities</li> </ul>	Reduced capacity in Employment Development Service, which focuses on people with Learning Difficulties and Physical & Sensory Impairment. Impact mitigated by refocusing of Sirona provided day services on support for independent living and access to employment.
<b>Age</b> – Different age groups	<ul style="list-style-type: none"> <li>• Implementation of Fairer Contributions for personal social care seeks to address an historic imbalance in the extent to which different service-user groups contributed to their personal social care, with older people making a higher contribution than people with, for example, a learning difficulty.</li> </ul>	Focusing Sirona day services on support for independent living and access to employment potentially reduces access for older people, which will be mitigated through the ability to access other forms of day services/ day time activity through the use of a personal budget.

## 8 CONSULTATION

- 8.1 The consultation and engagement arrangements of the proposed option to transfer services to a social enterprise were reported in detail in the reports to the Council and NHS B&NES Board in November 2010 and 17<sup>th</sup> February 2011.
- 8.2 Statutory TUPE consultation started on 11<sup>th</sup> July and closed on 14<sup>th</sup> August. Updates were provided for staff throughout the consultation period and the outcome was communicated to all staff by 31<sup>st</sup> August 2011.

## 9 ADVICE SOUGHT

- 9.1 The Council's Monitoring Officer and Section 151 Officer have had the opportunity to input into this report and have cleared it for publication. The Council and PCT jointly appointed specialist Legal and Financial Advisers. Sirona Care & Health CIC has also appointed independent Legal and Financial Advisers.

<b>Contact person</b>	Jane Shayler, Telephone: 01225 396120
<b>Background papers</b>	Report to Council, 16 November 2010, 'Community Health & Social Care Services – Future Provision'  <i>'Community Health &amp; Social Care Services – Integrated Business Plan – Assurance Framework and Outcome'</i> , 17 <sup>th</sup> February 2011, (Delegated Decision of the Chief Executive under the Decision Making Process Agreed by the Council at its Meeting on 16 <sup>th</sup> November 2010)
<b>Please contact the report author if you need to access this report in an alternative format</b>	

**Summary of Conditions for the transfer of Community Health and Social Care Services to a Social Enterprise  
arising from decisions of B&NES Council and NHS B&NES Board**



Condition	Date of Meeting		Current Status	Planned Completion
	B&NES Council	NHS B&NES Board		
That the proposed option is subject to proportionate due diligence prior to any transfer of services.	16 <sup>th</sup> November 2010; 17 <sup>th</sup> February 2011.	18 <sup>th</sup> November 2010; 17 <sup>th</sup> February 2011.	No significant issues identified by provider Due Diligence. Sirona Board to receive Due Diligence report at meeting on September 8 <sup>th</sup> . Information provided by Sirona to commissioners. At the time of writing, no significant issues identified by Council or PCT Due Diligence.	Sirona Board September 8 <sup>th</sup> . PCT Board September 15 <sup>th</sup> . Council Delegated Decision Making Group meeting September 16 <sup>th</sup> . Signing of Business Transfer Agreement and Community Services Contract September 20 <sup>th</sup> .
To agree, subject to appropriate specification and drafting, the award of a five year contract for the relevant services of the Council (and PCT) to a Social Enterprise Company.	Chief Executive's Decision under Authority Delegated by Council (16 <sup>th</sup> November 2010) Made on 17 February 2011	17 <sup>th</sup> February 2011	Drafting of the Business Transfer Agreement (BTA), Community Services Contract (CSC) & associated service specifications and financial schedules is well progressed. No significant areas of disagreement have been identified by legal advisers or during a series of meetings between the parties.	Signing of Business Transfer Agreement and Community Services Contract September 20 <sup>th</sup> .
The above decision was also subject to:				
<ul style="list-style-type: none"> <li>The approval of NHS South West (the Strategic Health Authority)</li> </ul>	17 February 2011	17 <sup>th</sup> February 2011	Written approval of the SHA (South West) received 3 August 2011.	Complete
<ul style="list-style-type: none"> <li>A similar five-year contract being awarded by NHS B&amp;NES which will be novated to the Clinical Commissioning Group (with the exception of services indicated in the Commissioning Intentions as being put to tender in that period).</li> </ul>	17 February 2011	–	Both the Council and PCT continue to work on the basis of a five year contract with appropriate break clause & noting the more recent obligations under Any Qualified Provider	Signing of Business Transfer Agreement and Community Services Contract September 20 <sup>th</sup> .
<b>Condition</b>	<b>Date of Meeting</b>		<b>Current Status</b>	<b>Planned Completion</b>

	<b>B&amp;NES Council</b>	<b>NHS B&amp;NES Board</b>		
<ul style="list-style-type: none"> <li>Satisfactory agreement with the Council of the governance arrangements for the social enterprise.</li> <li>To instruct the relevant officers to report back on the development of the Memorandum and Articles of Association of the social enterprise company.</li> </ul>	<p>March 2012</p> <p>17 February 2011</p>	<p>–</p> <p>–</p>	<p>Membership agreement &amp; Articles approved by PCT and Council Delegated Group (17<sup>th</sup> March 2011). Council has nominated a Non-Executive Director to sit on Sirona's Board and this has been accepted. Terms of Reference, Sub Committees &amp; Structure &amp; Standing Orders/Standing Financial Instructions all going to Sirona Board 8<sup>th</sup> September.</p>	<p>8th September 2011</p>
<p>Publication of an appropriate notice in the OJEU prior to the award of the contract by the Council and NHS B&amp;NES.</p>	<p>17 February 2011</p>		<p>VEAT Notice issued 30th June 2011. No challenge was made in the prescribed 10-day period and the contract can, therefore, be awarded with no possibility of it being set aside in any future challenge to the process</p>	<p>Complete.</p>
<p><b>To note the areas of improvement in the Community Health &amp; Social Care IBP identified during the internal assurance process as set out in the 17 February 2011 Report as follows:</b></p> <ul style="list-style-type: none"> <li>Development of detailed plans for delivering efficiency and productivity savings from support services taking into account existing commissioner savings targets to ensure that savings are correctly attributed.</li> <li>Detailed delivery plans for all savings proposals.</li> </ul>	<p>17 February 2011</p>	<p>17 February 2011</p>	<p>Detailed plans in place and included in Commissioner update to Integrated Business Plan received by PCT and Council 2<sup>nd</sup> September.</p>	<p>9<sup>th</sup> September 2011</p>
<b>Condition</b>	<b>Date of Meeting</b>		<b>Current Status</b>	<b>Planned Completion</b>

	<b>B&amp;NES Council</b>	<b>NHS B&amp;NES Board</b>		
<ul style="list-style-type: none"> <li>• Service line understanding of costs against income in order to identify higher value and loss-making areas of business for the SE</li> </ul>	17 February 2011	17 February 2011	Sirona has provided assurance that contribution analysis has been undertaken & that this confirms that assumptions in the IBP are accurate.	Complete
<ul style="list-style-type: none"> <li>• Detailed workforce development plans</li> </ul>	17 February 2011	17 February 2011	Workforce strategy approved by Sirona Board in August. More detailed underpinning plans to be developed post transfer for Sirona 2012/13 Business Plan.	Initial work complete. Development of detailed underpinning plans to form part of post-transfer Action Plan. To be monitored through Contract Review meetings.
<ul style="list-style-type: none"> <li>• Compliance with relevant registration requirements</li> </ul>	17 February 2011	17 February 2011	CQC registration in hand. Interviews with Registered Managers taking place 21 <sup>st</sup> & 22 <sup>nd</sup> September. No issues raised so far by CQC and they have confirmed receipt and are fast tracking.	30 <sup>th</sup> September latest (letter from CQC required)
<ul style="list-style-type: none"> <li>• Business Continuity Plans</li> </ul>	17 February 2011	17 February 2011	Provided as part of Due Diligence Process	Complete
<ul style="list-style-type: none"> <li>• Application to the Social Enterprise Investment Fund for set-up costs</li> </ul>	17 February 2011	17 February 2011	Grant received and used to off-set commissioner set up costs	Complete
<ul style="list-style-type: none"> <li>• Further consideration of VAT mitigations, including potential for the SE to act as agent for the Council &amp; reduce VAT liability further</li> </ul>	17 February 2011	17 February 2011	Mitigated through savings plans & affordability demonstrated in commissioner update to IBP. Work ongoing to find mechanisms to mitigate – none confirmed as yet.	Initial work complete.
<ul style="list-style-type: none"> <li>• Negotiation and agreement of contractual safeguards</li> </ul>	17 February 2011	17 February 2011	Agreed by PCT and Council within the Heads of Terms & reflected in the BTA & CSC.	Signing of BTA & CSC on 20 <sup>th</sup> September 2011
<ul style="list-style-type: none"> <li>• Agreement of those set-up costs that can appropriately be funded by the commissioner and the mechanism for doing so.</li> </ul>	17 February 2011	17 February 2011	Funds agreed and transferred	Complete
<b>Condition</b>	<b>Date of Meeting</b>		<b>Current Status</b>	<b>Planned Completion</b>

	<b>B&amp;NES Council</b>	<b>NHS B&amp;NES Board</b>		
<ul style="list-style-type: none"> <li>Confirmation of payment terms and completion of any appropriate waivers in respect of Financial Standing Orders.</li> </ul>	17 February 2011	17 February 2011	No waivers currently identified as necessary. Payment terms covered in Community Services Contract.	Signing of BTA & CSC on 20 <sup>th</sup> September 2011
<ul style="list-style-type: none"> <li>A detailed implementation plan for establishing the social enterprise, including banking facilities (including any credit facility)</li> </ul>	17 February 2011	17 February 2011	Detailed implementation plan has been in place since April 2011. Banking facilities in place.	Complete
<p><b>To note the Conditions Precedent within the Heads of Terms, which must be met in order for the transfer to occur.</b></p> <p><b>These conditions include for the Provider:</b></p> <ol style="list-style-type: none"> <li>The terms of the transfer being approved by the Board of the Provider</li> </ol>	17 February 2011	17 February 2011	<p><b>Progress by the Provider:</b></p> <ol style="list-style-type: none"> <li>Due to go to Sirona Board 8<sup>th</sup> September</li> </ol>	Signing of BTA & CSC on 20 <sup>th</sup> September 2011
<ol style="list-style-type: none"> <li>Relevant registration or any other regulatory requirements at the time of transfer being obtained or agreed with CQC</li> </ol>	17 February 2011	17 February 2011	<ol style="list-style-type: none"> <li>All actions in hand by Sirona to achieve registration by due date</li> </ol>	30 <sup>th</sup> September latest (letter from CQC required)
<ol style="list-style-type: none"> <li>Entry by the Provider into an Admission Agreement for the transferring Council staff with the Avon Local Government Pension Scheme</li> </ol>	17 February 2011	17 February 2011	<ol style="list-style-type: none"> <li>Admitted Body status approved by Avon Local Govt Pension Scheme. Direction Order for NHS Scheme has been obtained.</li> </ol>	Complete
<b>Condition</b>	<b>Date of Meeting</b>		<b>Current Status</b>	<b>Planned Completion</b>

	<b>B&amp;NES Council</b>	<b>NHS B&amp;NES Board</b>		
4. The entry into satisfactory insurance and risk management arrangements.	17 February 2011	17 February 2011	4. NHSLA confirmation received re services in existence at point of transfer. Insurance broker in place & insurance firm identified for services received post 1st October. Risk Register in place & assurance process to go to Sirona Board 8th September, both to be within oversight of Sirona Audit & Assurance Committee	8 <sup>th</sup> September 2011
5. The entry or significant progress to setting up a pension scheme for new staff	17 February 2011	17 February 2011	5. Sirona Board to review proposals Sept 8th. Specialist advisor in place and has provided assurances that timescales will allow pension to be in place for new starters.	30 <sup>th</sup> September 2011
6. The completion of the Provider's process of due diligence	17 February 2011	17 February 2011	6. No significant issues identified by provider Due Diligence; Sirona Board to receive Due Diligence report at meeting on September 8 <sup>th</sup> .	8 <sup>th</sup> September 2011
<b>The conditions include for the PCT:</b>				
1. Approval by the PCT Board being obtained	17 February 2011	17 February 2011	1. PCT Board meeting 15 <sup>th</sup> September	15 <sup>th</sup> September 2011
2. Any necessary approval from the SHA and Department of Health being obtained	17 February 2011	17 February 2011	2. SHA approval confirmed in writing 3 <sup>rd</sup> August 2011	Complete
3. The completion of the PCT's process of due diligence	17 February 2011	17 February 2011	3. Information provided by Sirona to commissioners. At the time of writing, no significant issues identified by PCT Due Diligence.	Signing of Business Transfer Agreement and Community Services Contract September 20 <sup>th</sup> .
<b>Condition</b>	<b>Date of Meeting</b>		<b>Current Status</b>	<b>Planned Completion</b>
	<b>B&amp;NES Council</b>	<b>NHS B&amp;NES Board</b>		

<p><b>These conditions include for the Council:</b></p> <p>1. The approval of the transaction by the Council's Chief Executive in accordance with the arrangements for delegation made by the Council</p>	17 February 2011	17 February 2011	<p><b>Progress by Council</b></p> <p>1. Council Delegated Group meeting 16th September.</p>	
<p>2. The completion of the Council's process of due diligence.</p>			<p>2. Information provided by Sirona to commissioners. At the time of writing, no significant issues identified by Council Due Diligence.</p>	
<p><b>These conditions include for the PCT and the Provider:</b></p> <p>1. Each and every condition precedent contained in the Community Services Contract having been satisfied or formally waived in order that performance of the Provider's obligations under that agreement is unconditional with effect from the Transfer Date</p>			<p>1. No waivers currently identified as necessary. Drafting of the BTA &amp; CSC &amp; associated service specifications &amp; financial schedules well progress. No significant areas of disagreement have been identified by legal advisors or during a series of meetings between the parties.</p>	<p>Signing of Business Transfer Agreement and Community Services Contract September 20<sup>th</sup>.</p>
<p>2. The written agreement to or the obtaining of a Directions Order in respect of the PCT staff transferring under the Transfer agreement.</p>			<p>2. A Directions Order has been obtained.</p>	<p>Complete</p>