Annex 1

Acknowledgement of request to incorporate

and

Incorporation application - template and guide

[*date*]

Dear [*name*]

Contract No [insert contract number]

Request to become a [company limited by shares / qualifying body / other]

Thank you for your letter dated [*insert date*], informing us of your request to incorporate. Incorporation is not considered to be a minor contractual change, so further enquiries and consideration needs to take place.

In order for us to consider your request, we ask that you complete the enclosed template and return it to us at the above address. We have included a guide to help you with this application and to help you understand the process we will go through in considering this.

In addition to the template we also request that you provide copies of the documentation listed below to support the request.

We appreciate that all the documentation will not be available at the time of your request as you may only apply to Companies House and the Care Quality Commission if we agree to your request for incorporation in principle.

Those marked with \* should be forwarded as soon as these become available as the contract documentation cannot be produced until these are received:

\* Companies House Certificate detailing all Directors

Copy of passport for all Directors

Articles of Association

Professional indemnity

Employers liability

Public liability

\* Copy of written confirmation from the CQC that they do not intend to impose any restrictions on registration as the incorporated company

Yours sincerely

*[name]*

*[title]*

Enc.

Incorporation Application - Template and Guide

**Introduction**

1. This document forms part of a wider support package developed by NHS England to improve the incorporation approvals process and introduce greater consistency in the way that incorporation applications are considered for approval or rejection by Commissioners.
2. There is no express right to incorporate – that decision rests with the Commissioner (the ICB by virtue of their primary medical care delegated commissioning arrangements). In reaching their approval or rejection decision, a commissioner should carefully consider the proposal including assessing the application for its benefits, for example to patients, but also the opportunities including strategic alignment with local priorities to transform services and improve care quality. A commissioner will also consider the risks.
3. To ensure that applications are given due consideration, this application form template and user guide has been developed to provide the contractor with a structure to capture the necessary information and evidence that the commissioner will need to assess to reach their decision.
4. This incorporation application template and user guide are intended to help contractors and have been developed to align with the Commissioner Assessment Framework (CAF). The CAF is risk-based and draws on the considerations set out in national Primary Medical Care Policy and Guidance Manual (PGM). The CAF has been designed to help Commissioners to:
   1. undertake their due diligence in a structured and consistent way
   2. reach an approval or rejection decision based on risk and to inform the contractor in an open and transparent basis
   3. apply any approval conditions to mitigate identified risks
5. The contractor should refer to the CAF when completing their application – a copy will be shared by the relevant Commissioner. It can also be found through a link in the PGM. The application template has been designed to be completed electronically and includes references to the relevant section of the CAF.
6. Completed applications should be submitted, with any supporting information attached, to the relevant commissioner who in turn will formally acknowledge receipt of the application.

**Overview of approvals process and timeframe**

1. The following table sets out a ‘typical’ request and process through to decision. The timeframe to complete the assessment will vary locally and is subject to a range of factors including local circumstances and resourcing. However, as an indicative guide, the anticipated timeframe for assessing a complex or novel incorporation request, once the commissioner receives the application, is up to 3 months but it could be longer depending on the complexity:

|  |  |
| --- | --- |
| **STEPS** | **DESCRIPTION** |
| **1. Preliminary discussion and cooperation** | The contractor enters into initial discussions with the Commissioner about their intentions and the opportunities including alignment to wider local strategic priorities. |
| **2. Incorporation Request** | A formal request to incorporate is submitted by the existing contractor. The Commissioner will acknowledge this request and provide the contractor with this template to complete in order to gain further information about their proposal. The contractor is expected to submit supplementary documentation alongside a completed application. |
| **3. Eligibility check** | The eligibility check by the Commissioner ensures the proposed new contractor can lawfully hold a GMS/PMS contract. If they are not eligible, this will result in a refusal letter being sent using the national template letter in the PGM. At this stage, the request will be refused and no longer progressed unless eligibility issues are addressed.  If the proposed new contractor is eligible, and there are no identified barriers to moving forwards with the assessment, the Commissioner will undertake a full assessment to ensure that consideration has been given to the implications of the proposal, including any procurement risks and whether there is a service change requiring patient and public involvement. |
| **4. Commissioner assessment and decision making** | The Commissioner will assess the incorporation request. Based on the final assessment, the request can be approved or rejected by the commissioner.  A commissioner may wish to make approval conditional to address identified risks – this should be documented in a novation agreement. The novation agreement will also audit the change in contractor.  The final terms of the novation agreement will need to be approved and ratified by the commissioner. |
| **5. Notification of decision outcome** | The contractor will be notified of the outcome.  If the application is rejected, the commissioner should provide the contractor with an explanation for their decision and a summary of the issues that did not satisfy the approval criteria. A contractor may wish to act upon that feedback before resubmitting their application. |

1. The above presents an overview of the established approvals process and the stages it entails (the CAF would be applied from stage 3 onwards). In practice, it is likely to be an iterative process with the commissioner to ensure that they have all the relevant information and evidence to be able to make their decision. Both parties are encouraged to invest time and energy into the pre-application stage (i.e. stage 1) to discuss the proposal and the alignment with wider strategic priorities. This can help set expectations and may help minimise additional information exchanges once the application has been submitted.

**Feedback**

1. Our intention is to refine and improve this template. If you have any comments and suggestions, please send them under subject header ‘Feedback on incorporation application process’ to; [england.primarycareops@nhs.net](mailto:england.primarycareops@nhs.net).

**APPLICATION TEMPLATE**

1. This template is set out into a number of distinct sections that correspond to key areas of the CAF, including Key Lines of Enquiry (KLOE) that will be used by Commissioners to decide on the incorporation request. It is important that these sections are completed in full and with any supporting information relevant to your application attached alongside.
2. All contractors wishing to incorporate must complete this application. Please indicate in the relevant section below the documents and evidence that you have attached in support of your application.
3. Please note all sections must be answered. If a question is not applicable, please provide an explanation.
4. **CONTRACTOR DETAILS** *(supports KLOE 1.2 – 1.4)*

|  |  |
| --- | --- |
| Applicant Name: |  |
| Address: |  |
| Telephone: |  |
| Fax: |  |
| E-mail: |  |

## Current status of organisation – please mark ‘x’ in the appropriate box:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Individual medical contractor(s) |  |  | Partnership |  |

## Current contract type – please mark ‘x’ in the appropriate box:

## 

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| GMS |  |  | PMS |  |  | APMS |  |

## Please provide details of the proposed contractor

|  |  |  |
| --- | --- | --- |
| Name of Proposed Contractor: |  | |
| Trading Name: |  | |
| Previous Trading Name (if different) |  | |
| Registered Address:  Registered company number: |  | |
| Total Number of proposed Directors: |  | |
| CQC registration | *To note: registration must be in place before contract novation can take place* | |
| Details of proposed Directors, including full name: | Name (please print) | |
| (1) | |
| (2) | |
| (3) | |
| (4) | |
| (5) | |
| (6) | |
| (7) | |
| Proposed date of incorporation: |  |  |

## Please provide other supporting information as relevant.

|  |
| --- |
| Other relevant info: |

## 1.5 Mandatory documentation checklist to accompany application

* Companies House Certificate detailing all Directors
* Copy of passport for all Directors
* Articles of Association
* Professional indemnity
* Employers liability
* Public liability
* Premises insurance
* Written confirmation from the CQC that they do not intend to impose any restrictions on registration as the incorporated company

1. **Eligibility** *(supports KLOE 1.1)*

## If you are proposing to incorporate, please confirm you satisfy the necessary legislative requirements (based on the type of contract held): Please mark ‘x’ in the appropriate box:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Yes |  |  | No |  |

## Please provide a complete breakdown of share ownership.

|  |  |
| --- | --- |
| Shareholder:  Percentage of shares held:  Eligibility under s86 (GMS) or s93 (PMS) NHS Act 2006: |  |
| Shareholder:  Percentage of shares held:  Eligibility under s86 NHS Act 2006: |  |
| *Add additional rows as required* |  |

## Have any of the proposed directors been convicted of any of the following offences:

* Conspiracy
* Corruption
* Bribery
* Fraud
* Money laundering
* Any other offences

Please mark ‘x’ in the appropriate box:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Yes |  |  | No |  |

If Yes, please provide details in the box below:

|  |  |
| --- | --- |
| Details: |  |

## Legal and regulatory status details - Please provide details of any criminal conduct of any director, officer or senior employee of the current or proposed organisation resulting in conviction or in respect of which a prosecution or investigation is pending or in progress. If none, please state ‘None’.

|  |  |
| --- | --- |
| Details: |  |

## Please state whether any medical practitioners employed by the current or proposed organisation have, during the last three years, had their professional registration removed or suspended or whether they are currently under investigation, and provide relevant details. If none, please state ‘None’.

|  |  |
| --- | --- |
| Details: |  |

## Please provide the status and details of the company registration with CQC. If this is pending, final confirmation will be required as an approval condition.

|  |  |
| --- | --- |
| Details: |  |

## Please provide the status and details of the company registration with Company House. If this is pending, final confirmation will be required as an approval condition.

|  |  |
| --- | --- |
| Details: |  |

1. **Statutory duty compliance** *(supports KLOE 3.1, 4.1)*

## Please refer to the CAF – this section is intended to set out how your proposals support the Commissioner to comply with its statutory duties relating to public consultation and innovation*.*

## 

|  |
| --- |
| Please summarise and attach any supporting information and evidence, for example, business/case for change, patient engagement/consultation plans. |

1. **Strategy and Delivery** *(supports KLOE 5.1, 5.2, 6.2)*

## Please refer to the to the CAF – this section is for you to describe your rationale for seeking to incorporate. This should include how this request will support delivery of: the wider local system strategy for primary care; the wider system [ICS] strategy and transformation priorities; and support the sustainability of services delivered under the contract.

## 

|  |
| --- |
| Please summarise your response under each sub-heading and attach any supporting information and evidence, for example, case for change.  *Case for change*  *Strategic alignment*  *Supporting service sustainability* |

1. **Provider entity** *(supports KLOE 6.1, 6.2, 6.3, 6.4, 7.1)*

## Please refer to the to the CAF – this section is for you to describe the proposed entity that will become the new contractor.

## 

|  |
| --- |
| Please summarise your response under each sub-heading and attach any supporting information and evidence, for example, business and operating plan.  *Performance history (current contractor)*  *Details of proposed provider entity including governance and operating model (new contractor)*  *Mobilisation plans*  *Contingency planning* |

1. **Patients and care quality** *(supports KLOE 5.2, 7.2, 7.3, 7.4, 7.5)*

## Please refer to the to the CAF – this section is for you to describe the benefits to patients and how they will be delivered.

|  |
| --- |
| Please summarise your response under each sub-heading and attach any supporting information and evidence, for example, engagement feedback. You should provide further detail on proposed changes to the service model in paragraph 8 *Impact on care quality* *Benefits for patients – including improved population health outcomes**Impact on patient choice* *Clinical input and oversight* |

# **Finance** *(supports KLOE 8.1, 8.2, 8.3, 8.4)*

## Please refer to the to the CAF – this section is for you to describe the benefits to patients and how they will be delivered.

|  |
| --- |
| Please summarise your response under each sub-heading and attach any supporting information and evidence, for example, engagement feedback.  Financial plan/model underpinning the new delivery model  Investment plans post contract novation  Existing liabilities of contractor  Proposed liabilities of contractor at the point of novation  Proposed governance arrangements for financial matters and decision making  Details of business and clinical insurance cover (includes for private work) |

1. **Supplementary information on proposed changes to service model** *(supports KLOE 2.1, 3.1, 4.1, 5.2, 7.1-7.4)*

## Please detail below any proposed changes to the service model:

|  |
| --- |
| Please summarise changes |

## Will the process of incorporation have any effect on the location of current service provision – please mark ‘x’ in the appropriate box:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Yes |  |  | No |  |

## Will the process of incorporation have any effect on the current range of services provided – please mark ‘x’ in the appropriate box:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Yes |  |  | No |  |

## Will there be any change to the practitioners providing the service – please mark ‘x’ in the appropriate box:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Yes |  |  | No |  |

## If any of these questions receives a YES response, please provide details of the effect and the reasons for this:

|  |
| --- |
| Please describe each ‘YES’ including the implications |

## For any/all effects described above please confirm any involvement or engagement with patients and provide evidence of the outcome of this involvement or engagement:

|  |
| --- |
| Note: evidence of patient engagement and outcomes may be attached separately) |

## Service access

|  |  |  |
| --- | --- | --- |
| Day | AM | PM |
| Monday |  |  |
| Tuesday |  |  |
| Wednesday |  |  |
| Thursday |  |  |
| Friday |  |  |
| Saturday |  |  |
| Sunday |  |  |

## Please provide details of how you will maintain/improve access for existing and new patients.

|  |  |
| --- | --- |
| Details: |  |

## Please provide any further details that might be relevant to your request / proposal:

|  |  |
| --- | --- |
| Details: |  |