

**PRIMARY CARE WIRRAL LIMITED**

**ANNUAL REPORT AND ACCOUNTS**

**for the period ended**

**31st March 2018**

**REGISTERED NUMBER: 7435**

# PRIMARY CARE WIRRAL LIMITED

## Annual Report and Accounts For the period ended 31st March 2018

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# PRIMARY CARE WIRRAL LIMITED

## Company Information

31st March 2018

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**Company number:** 7435

<b>The Board:</b>	Dr E Roche	Appointed 28 October 2016
	Dr M Fraser	Appointed 28 October 2016
	Ms K Livesey	Appointed 28 October 2016
	Ms N Young-Calvert	Appointed 28 October 2016
	Dr T Wyatt	Appointed 28 October 2016
	Dr M Porteous	Appointed 28 October 2016
	Dr J Brocki	Appointed 28 October 2016

**Secretary:** Ms K Livesey

**Chairman:** Dr E Roche

**Registered office:** Marine Lake Medical Practice  
The Concourse  
Grange Road  
West Kirby  
Wirral  
CH48 4HZ

**Bankers:** Unity Trust Bank Plc  
Nine Brindleyplace  
Birmingham  
B1 2HB

**Statutory Auditor:** Mitchell Charlesworth LLP  
Chartered Accountants  
5 Temple Square  
Temple Street  
Liverpool  
L2 5RH

# PRIMARY CARE WIRRAL LIMITED

## Board's Report

For the period ended 31st March 2018

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The Board are pleased to present their report and the audited financial statements for the period ended 31 March 2018.

The Board confirm that the annual report of the Society complies with current statutory requirements, the Co-operative and Community Benefit Societies Act 2014 and the requirements of the Rules and provisions of the Statement of Recommended Practice applicable to charities preparing their accounts in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102) (effective 1 January 2015) – (Charities SORP (FRS 102)).

### Governing document

The Society is a Community Benefit Society registered under the Co-operative and Community Benefit Societies Act 2014 and is recognised by HM Revenue & Customs as an exempt charity. Each individual member must hold a minimum of 1 share of £10 each.

### Structure and management

The Society is managed by the Board which comprises of not less than three and not more than ten persons. The Board members will have an initial term of office of three years. Following this, at each Annual General Meeting thereafter, one third of Board Members in office shall retire, those longest in office retiring first and the choice between any of equal length of service being made by drawing lots. The Board may at any time co-opt any member of the Society or the representative of an organisation which is a member to fill a casual vacancy on the Board. Any person co-opted may be removed by a simple majority vote of the Board. A casual vacancy shall exist if the number of Board members drops below the minimum prescribed or below the number elected at the preceding Annual General Meeting. Where the board has co-opted a member to fill a casual vacancy on the Board, the appointment must be ratified at the next Annual General Meeting.

The Board meets once every quarter as a minimum. The secretary shall at the request of two or more Board members summon a meeting of the Board at any reasonable time by giving the Board members reasonable notice of the date, time and venue for the meeting and the general nature of the business to be discussed.

### Strategic Report

#### Objects and activities

The objects of the Society are to carry on business for the benefit of the community by advancing health and saving lives in particular by;

- Providing, procuring or organising the provision of health and care services;
- Working with statutory bodies and partner agencies to improve health outcomes; and
- Promoting best practice, education and learning in health and social care services,

Together with such other activities reasonably incidental to the above, as directors shall determine.

#### Achievements and performance

Primary Care Wirral Limited (PCW) is a GP federation representing 27 practices across Wirral (approximately 70% of all registered Wirral residents). We are a relatively young, but very ambitious federation and were formally registered with the Financial Conduct Authority (FCA) on 28 October 2016. The registration was made under the Co-operative and Community Benefits Societies Act 2014 as a Community Benefits Society (Registration number 7435). We are a not for profit Community Benefits Society.

# PRIMARY CARE WIRRAL LIMITED

## Board's Report

### For the period ended 31st March 2018 (continued)

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Our aims and objectives are well defined and are based around the protection and sustainability of general practice in Wirral. This is on a backdrop of rapidly increasing patient demand and expectation coupled with declining resources, financial and workforce, and significant unknowns around how GP and primary care will be structured and contracted in the future. The board and wider membership of PCW has worked hard to raise the profile of PCW among the local successful in this and are now regarded as a credible and effective representative voice of primary care, provider of primary care services and focal point of reference for practices and other stakeholders to consult with.

The organisation has a board made up of 5 GPs and 2 practice managers from member practices. In addition to the board there are numerous other GPs and practice managers locally who consult for the federation.

The success and progress of PCW is evidenced in various ways including recently awarded contracts (Acute Visiting Service, NHS Healthchecks, GP extended hours provision, GP acute visiting services, support of Primary Care Streaming and an innovative NHSE underpinned collaborative community clinical pharmacy offer), by our registration with the CQC and by our inclusion in numerous local and regional agendas for change and redesign of health and care services.

#### Financial review

The period ended with an overall surplus of £111,185 which will be utilised on future service provision. £55,995 of this is restricted to be utilised against training.

Total income for the period amounted to £622,789 with expenditure of £511,604.

#### Future Plans

PCW is just about to appoint an 80% WTE Chief Officer and we see this is as a key step in our ongoing development as a GP provider organisation, an organisation that is a key stakeholder among the other health and social care providers in the region.

Our mission and vision is strongly underpinned by our values:

- Open and transparent
- Democratic
- Collaborative and inclusive
- Value and invest in its collective workforce
- Listen to the people it serves
- Ethical

We are proud to be where we are in a short space of time and we are committed to developing and delivering the best primary care we can for our patients, and bringing resilience and sustainability to general practice and its workforce.

#### Statement of Board's responsibilities

The Board are responsible for preparing the Annual Report and the accounts in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

The Co-operative and Community Benefit Societies Act 2014 requires the Board to prepare accounts for each financial year which give a true and fair view of the state of affairs of the Society and of the incoming resources and application of resources, including the income and expenditure of the Society for that period.

In preparing these accounts, the Board are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the accounts;

# PRIMARY CARE WIRRAL LIMITED

## Board's Report

### For the period ended 31st March 2018 (continued)

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- prepare the accounts on the going concern basis unless it is inappropriate to presume that the Society will continue its activities.

The Board are responsible for keeping adequate accounting records that disclose with reasonable accuracy at any time the financial position of the Society and to enable them to ensure that the accounts comply with the Co-operative and Community Benefit Societies Act 2014. The Board are also responsible for safeguarding the assets of the Society and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

#### Board's statement of disclosure of information to the auditors

Each of the persons who are a member of the Board at the date of approval of this report confirm, in so far as they are aware that:

- there is no relevant audit information of which the Society's auditor is unaware, and
- the Board have taken all steps that they ought to have taken to make themselves aware of any relevant information and to establish that the auditors are aware of that information.

#### Auditors

Mitchell Charlesworth LLP is willing to continue in office and a resolution for their reappointment will be proposed at the forthcoming Annual General Meeting.

**On behalf of the board**

**K Livesey  
Secretary**

29 October 2018

# Mitchell Charlesworth LLP

Chartered Accountants  
5 Temple Square Temple Street Liverpool L2 5RH

## PRIMARY CARE WIRRAL LIMITED

### Independent Auditor's Report to the Members of Primary Care Wirral Limited

For the period ended 31st March 2018

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#### Opinion

We have audited the financial statements of Primary Care Wirral Limited for the period ended 31st March 2018 which comprise of the Statement of Financial Activities, the Balance Sheet, and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland".

In our opinion the financial statements:

- give a true and fair view of the state of the Society's affairs as at 31st March 2018;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice and the Co-operative and Community Benefit Societies Act 2014.

#### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK (ISAs (UK))) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of this report. We are independent of the Society in accordance with ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Conclusions relating to going concern

We have nothing to report in respect of the following matters to which the ISAs (UK) require us to report to you where:

- the Board's use of going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the Board has not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the Society's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

#### Other information

The Board are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

# **. Mitchell Charlesworth LLP**

Chartered Accountants  
5 Temple Square Temple Street Liverpool L2 5RH

## **PRIMARY CARE WIRRAL LIMITED**

### **Independent Auditor's Report to the Members of Primary Care Wirral Limited**

**For the period ended 31st March 2018 (continued)**

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In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

#### **Responsibilities of the Board**

As explained more fully in the Board's Responsibilities Statement, the Board members are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Board determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board either intends to cease the Society's operations or have no realistic alternative but to do so.

#### **Auditor's responsibility for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: <http://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

This report is made solely to the Society's members, as a body, in accordance the Co-operative and Community Benefit Societies Act 2014. Our audit work has been undertaken, so that we might state to the Society's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Society's members as a body, for our audit work, for this report, or for the opinions formed.

**Paul Durrance**  
(Senior Statutory Auditor)

**For and on behalf of Mitchell Charlesworth LLP**  
Statutory Auditor

# PRIMARY CARE WIRRAL LIMITED

## Statement of Financial Activities For the period ended 31st March 2018

### Summary Income and Expenditure Account

	Notes	Restricted £	Unrestricted £	Total 2018 £
<b>Income from:</b>				
Clinical delivery	2	-	504,671	504,671
Training	3	55,995	-	55,995
Other	3	-	62,114	62,114
Interest	4	-	8	8
<b>Total income</b>		<u>55,995</u>	<u>566,794</u>	<u>622,789</u>
<b>Expenditure on:</b>				
Providing services	5	-	461,697	461,697
Administration	5	-	49,907	49,907
<b>Total expenditure</b>		<u>-</u>	<u>511,604</u>	<u>511,604</u>
<b>Net income/(expenditure)</b>		55,995	55,190	111,185
<b>Reconciliation of funds:</b>				
Total funds brought forward		-	-	-
<b>Total funds carried forward</b>		<u>55,995</u>	<u>55,190</u>	<u>111,185</u>

All income and expenditure relates to continuing operations.

The Statement of Financial Activities includes all gains and losses recognised during the year.

**The accounts on pages 7 to 14 were approved by the Board and authorised for issue on 29 October 2018 and signed on their behalf by:-**

**E Roche**  
Chairman

**K Livesey**  
Secretary

**N Young-Calvert**  
Treasurer

Company Registration Number: 7435

The notes on pages 9 to 14 form part of these accounts.

# PRIMARY CARE WIRRAL LIMITED

## Balance Sheet 31st March 2018

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	Notes	2018	
		£	£
<b>Current assets</b>			
Debtors	8	221,765	
Cash at bank and in hand		<u>31,797</u>	
		253,562	
<b>Creditors</b>			
Amounts falling due within one year	9	<u>(88,377)</u>	
<b>Net current assets</b>			<u>165,185</u>
<b>Net assets</b>			<u>165,185</u>
			<u><u>          </u></u>
<b>Capital and Reserves</b>			
Share capital	10		54,000
<b>Unrestricted funds</b>			
General reserve	11		55,190
<b>Restricted funds</b>	12		<u>55,995</u>
<b>Total funds</b>			<u>165,185</u>
			<u><u>          </u></u>

The accounts on pages 7 to 14 were approved by the Board and authorised for issue on 29 October 2018 and signed on their behalf by:-

E Roche  
Chairman

K Livesey  
Secretary

N Young-Calvert  
Treasurer

Company Registration Number: 7435

The notes on pages 9 to 14 form part of these accounts.

# PRIMARY CARE WIRRAL LIMITED

## Notes to the Accounts

Period ended 31st March 2018

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### 1. Summary of accounting policies

#### (a) General information and basis of preparation

The accounts (financial statements) have been prepared under the historical cost convention with items recognised at cost or transaction value unless otherwise stated in the relevant notes to these accounts. Since the Society has exempt charitable status the financial statements have been prepared in accordance with the Statement of Recommended Practice: Accounting and Reporting by Charities preparing their accounts in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102) issued on 16 July 2014 (as updated through Updated Bulletin 1 published on 2 February 2016 and the Charities Act 2011). The financial statements are prepared in sterling which is the functional currency of the Society and rounded to the nearest £1.

The Society constitutes a public benefit entity as defined by FRS 102.

The financial statements are prepared on a going concern basis.

The significant accounting policies applied in the preparation of these financial statements are set out below.

#### (b) Funds

Unrestricted funds are available for use at the discretion of the Board in furtherance of the general objectives of the Society and which have not been designated for other purposes.

Funds are split between unrestricted and restricted.

Restricted funds are funds subject to specific conditions imposed by the donor or by specific terms of a trust deed or other legal measure.

Unrestricted funds are available for use at the discretion of the Board in furtherance of the general objectives of the Society and which have not been designated for other purposes.

#### (c) Status

Primary Care Wirral Limited is a registered Society under the Co-operative and Community Benefit Societies Act 2014 with exempt charitable status.

#### (d) Income recognition

Generally income is recognised once the Society has entitlement to the income, it is probable that the income will be received and the amount of income receivable can be measured reliably.

Investment income is earned through holding assets for investment purposes such as bank deposits. It essentially includes interest which is recognised using the effective interest method.

# PRIMARY CARE WIRRAL LIMITED

## Notes to the Accounts

Period ended 31st March 2018

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### 1. Summary of accounting policies (continued)

#### (e) Expenditure recognition

All expenditure is accounted for on an accruals basis and has been classified under headings that aggregate all costs related to the category. Expenditure is recognised where there is a legal or constructive obligation to make payments to third parties, it is probable that the settlement will be required and the amount of the obligation can be measured reliably.

#### (f) Support costs allocation

Support costs are those that assist the work of the Society but do not directly represent the Societies' activities and include office costs, governance costs and administrative costs. They are incurred directly in support of expenditure on the objects of the Society and include project management carried out at the Society's registered office.

The analysis of these costs is included in note 5.

#### (g) Tax

The Society is an exempt charity for the purpose of corporation tax.

#### (h) Going concern

The financial statements have been prepared on a going concern basis as the Board believes that no material uncertainties exist. The Board have considered the level of funds held and the expected level of income and expenditure for 12 months from authorising these financial statements. The budgeted income and expenditure is sufficient with the level of reserves for the Society to be able to continue as a going concern.

#### (i) Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the company's balance sheet when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

# PRIMARY CARE WIRRAL LIMITED

## Notes to the Accounts

Period ended 31st March 2018

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### 1. Accounting policies (continued)

#### **Basic financial assets**

Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

#### **Impairment of financial assets**

Financial assets, other than those held at fair value through profit and loss, are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been, had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

#### **Derecognition of financial assets**

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the company transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

#### **Classification of financial liabilities**

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

#### **Basic financial liabilities**

Basic financial liabilities, including creditors, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

#### **Derecognition of financial liabilities**

Financial liabilities are derecognised when the company's contractual obligations expire or are discharged or cancelled.

### 2. Income from contracts for services

	<b>Restricted</b>	<b>Unrestricted</b>
	<b>2018</b>	<b>2018</b>
	<b>£</b>	<b>£</b>
Clinical delivery	-	504,671
	<u>                    </u>	<u>                    </u>

# PRIMARY CARE WIRRAL LIMITED

## Notes to the Accounts

Period ended 31st March 2018

3. Income - other	Restricted 2018 £	Unrestricted 2018 £	
<b>Training</b>			
Care Navigation Training	55,995	-	
<b>Other</b>			
Clinical research	-	3,000	
Consultancy income	-	56,489	
Engagement events	-	2,625	
	-	62,114	
	55,995	62,114	
<b>4. Income from investments</b>			
	Restricted 2018 £	Unrestricted 2018 £	
Bank interest receivable	-	8	
<b>5. Analysis of expenditure</b>			
	Direct costs £	Support costs £	Total 2018 £
Practice clinical delivery	205,500	-	205,500
PCW clinical delivery	140,670	-	140,670
Consultancy cost	118,888	-	118,888
Engagement events	3,170	-	3,170
Legal	5,204	-	5,204
Professional fees	2,565	-	2,565
Training	100	-	100
Other	270	-	270
Staff recruitment costs	-	138	138
Computer running costs	-	964	964
Bank charges	-	130	130
Insurances	-	622	622
Auditor's remuneration	-	3,480	3,480
Bookkeeping	-	1,736	1,736
Events	-	3,834	3,834
Software costs	-	6,925	6,925
Development/set-up costs	-	17,408	17,408
	476,367	35,237	511,604

# PRIMARY CARE WIRRAL LIMITED

## Notes to the Accounts

Period ended 31st March 2018

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### 6. Governance costs

	<b>2018</b>
	<b>£</b>
Audit fee	3,480
	<u><u>          </u></u>

### 7. Board

During the period no Board member received any remuneration, other than for services referred to in note 13.

### 8. Debtors

	<b>2018</b>
	<b>£</b>
Trade debtors	219,765
Other debtors – unpaid share capital	2,000
	<u>          </u>
	221,765
	<u><u>          </u></u>

### 9. Creditors: Amounts falling due within one year

	<b>2018</b>
	<b>£</b>
Trade creditors	33,700
Accruals	54,677
	<u>          </u>
	88,377
	<u><u>          </u></u>

### 10. Share Capital

	<b>2018</b>
	<b>£</b>
Ordinary shares of £10 each – issued during the year.	54,000
	<u><u>          </u></u>

### 11. Unrestricted funds

	Income	Expenditure	As at 31st March 2018
	£	£	£
General fund	566,794	511,604	55,190
	<u><u>          </u></u>	<u><u>          </u></u>	<u><u>          </u></u>

# PRIMARY CARE WIRRAL LIMITED

## Notes to the Accounts

Period ended 31st March 2018

### 12. Restricted funds

	Income	Expenditure	As at 31st March 2018
	£	£	£
Training	55,995	-	55,995
	<u>55,995</u>	<u>-</u>	<u>55,995</u>

#### Training

This funding has been received from the CCG to provide administrative training.

### 13. Related parties

Management functions and certain General Practice activities are being undertaken by individuals who work with the member practices. These transactions are undertaken on an arms length basis.