

# CARE

# NEWS

SPRING  
2019

**AG** ALBERT  
GOODMAN  
CHARTERED ACCOUNTANTS,  
TAX CONSULTANTS &  
FINANCIAL PLANNERS

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## Welcome

Welcome to our Spring 2019 Newsletter.

Last month began with a reminder that we were still in Winter, with heavy snowfall disrupting the South West and many other areas of the country. The care sector once again proved that our work is 24/7, as staff found ways to get to care homes and clients out in the community despite the snow. Yet we still await the Government's Green Paper on the future of funding for our increasingly vital work. In this newsletter we'll be looking at the current state of the sector, both in terms of buildings and workforce, and NatWest's Matthew Willis describes how the South West compares to the National picture in its Annual Care Home Benchmarking Report.

Spring heralds new beginnings, and several articles this month are looking at just that. If you are considering expanding your care business or securing finance for another reason, our colleagues at Chandler & Co explain the role of a broker in the process. We've reviewed an article by Skills for Care on succession planning for the next generation of managers and, if you are looking to exit the market, Albert Goodman's Neil Hutchings will be looking at how to prepare your care business for sale.

Here's looking forward to a successful Spring!

*Julie Hopkins*

Director and Head of Care Sector, Albert Goodman

## Care Market overview: WHERE ARE WE NOW?

In its Business Outlook 2019 report, Christies reported that the 'number of beds rose by 2% between 2016 and 2018 despite a 2.1% drop in the number of homes.' Investment in 2018 and set to continue in 2019 is from a wide variety of capital providers.

**We are often asked, "so why invest in the care sector?" Our response is:**

Despite BREXIT the care sector in the 21st century is one where we have a rapidly ageing population, with 1 in 6 people over the age of 80 likely to suffer from some form of dementia. Growing old is now more likely than ever, as modern medicine continues to prolong life. The Government's policy is that, with the help of community care and integrated healthcare, many more people will live out their lives in their own home. In theory this is a lovely idea, however, with families flung far and wide and greater ageing complexities, many families find it difficult to cope and seek alternatives to care at home.

Residents and their families expect far more from their

care homes in the modern era which, coupled with ever-increasing CQC demands and legislation, requires well led and future-proofed facilities. Baby boomers are increasingly retiring and looking for quality of life at the same time as looking after ageing relatives, with an increasing number looking at the care home market. Hence the continued upward curve of the private resident. Although the Green Paper has been delayed there is no doubt that the self-funder market will have to increase, and care sector entrepreneurs are increasingly recognising this as they seek to grow their care home offering.

Opportunities continue to exist, as providers of smaller quality homes seek to exit the market with appropriate exit planning. By popular demand Neil Hutchings, Corporate Finance Director at Albert Goodman, revisits how to ready your business for sale in a later article.

Competition for prime sites is increasing with buyers seeking expansion potential of current facilities and willing to pay a premium for these sites. 

As we travel across the south/south west visiting care home providers, we can see the continued focus on quality operations in addition to the improved physical environment. Cinema rooms, salons and therapy rooms are increasingly offered to attract private residents and social service residents with third party top-ups.

Although staffing continues to be a main area of focus many of the homes that we have visited have taken this on board, offering career progression, regular training and more attractive remuneration packages with pensions and performance reviews becoming important features. Across the board Agency costs are being tackled with nursing facilities being the more exposed, particularly during the Winter hiatus. Many homes employ local staff, with an increasing number looking at different age groups to entice people to have another career.

So in summary, our Top Tips for high quality care are:

- Good leadership and governance
- Strong organisational culture
- Good partnership working
- Use of technology for innovative working practices

**For advice on running, selling or expanding your care business, contact Albert Goodman's Care Team on 01935 423667.**



## **SUCCESSION PLANNING** – Preparing the next generation of care managers

Succession planning should be a key element of the strategy for any care business. Who will take over should the current manager leave or retire, or if the owner decides to hand the business over to the next generation? Continuity is key, and also ensures that the current manager has skilled staff supporting them.

Skills for Care has produced an excellent briefing on this subject, which is based on research carried out with Registered Managers during 2018. Amongst its key findings are that the majority of respondents had not actively sought a management position, and that many were encouraged to apply by their existing employer. It also found that many new managers were experienced care professionals with less experience of management or strategy.

The research also acknowledged that the transition into the role of Registered Manager can be difficult. Even if respondents had some previous managerial or supervisory experience they often lacked skills in HR or staffing, and also required training in regulatory processes, time management, and other business skills.

To help new Registered Managers develop into their roles, Skills for Care has developed Manager Induction Standards. These can not only help new Registered Managers, but can also be used by aspiring managers to help them prepare for the role, and by existing managers to reflect on their own development needs.

**To read the full briefing, visit [www.skillsforcare.org.uk](http://www.skillsforcare.org.uk)**

# Preparing to sell your Care Business

**If you are planning to exit the care market, you need to think ahead. Neil Hutchings, Director of Corporate Finance at Albert Goodman, explains the main things to consider.**

Whilst the best time for entrepreneurs and business owners to think about exit planning is when the business is set up or acquired, with all the other things that need to be dealt with in a fledgling business it is fair to say that exit planning rarely gets the attention it deserves at this key stage.

Worse than that, the reality is that business owners often only start to think about exit planning when they decide to exit, or when they are approached by a potential acquirer and subsequently find themselves on the back-foot from the outset of any resultant sales negotiation process.

All too often the decision to sell is driven by factors outside of the control of the business owner, for example unexpected illness, a change of family circumstances or even simply due to a desire to do something different after a lifetime of dedication to the business. With the care sector arguably demanding a higher degree of dedication than many and with the ever increasing regulatory burden attached to care businesses, lifestyle reasons are often high up the list of reasons to sell.

Regardless of the motivation to sell and even before a conscious decision to sell has been made, there is much that can be done to make the eventual sales process as smooth as possible and, more importantly, to maximise the value that is eventually achieved for the business.

In a nutshell, preparing for sale is very much ensuring that the 'ship is in good order,' but what practical actions should business owners consider to ensure that this the case?

**1.** Take a good objective look at your business as if you were a potential buyer and list the issues that could put you off or that could result in a 'discounted' offer. Such a review should encompass physical attributes such as the condition of property and other tangible assets, as well as the more intangible attributes such as its culture and 'look and feel' of the business.

**2.** Identify and understand the real 'value drivers' in your business so that these areas can be focused on. In addition to obvious factors such as occupancy rates and fee levels, this should also consider opportunities open to the business such as the provision of additional care services and scope to expand the business.

**3.** Prepare and regularly update a 'business information pack' or 'seller pack' to include information that would

be of interest to a potential acquirer such as detailed financial information and budgets.

**4.** Review key contracts (including contracts of employment) to ensure that these are up to date and in the correct 'name' and do not include any onerous terms (change of control etc) that could get in the way of an exit.

**5.** Consider documenting key business procedures, which will not only assist the handover of the business to new owners but also assist new and existing members of staff to better understand their roles and responsibilities.

**6.** Formalise roles and responsibilities within the business and have a clearly laid out organisation chart that demonstrates, as far as possible, that an effective management team exists.

**7.** Address any ongoing disputes or disagreements with internal or external parties.

**8.** Know your position with regards to taxation.

**9.** Consider the handover period that you would be prepared to provide to ensure the efficient and effective transition of the business to new owners.

**10.** Ensure that you are supported by the correct team of advisors who fully understand your business and provide you with the 'hand-holding' that will be required to guide you through a sales process.

In addition to the peace of mind that being 'sale ready' provides to business owners, undoubtedly a business that is sale ready is seen as much slicker and more professional in the eyes of the potential purchaser.

In addition, being prepared in this way will greatly assist in the financial, commercial and legal due diligence phase of the sales process during which you will be required by the prospective purchaser of your business to 'bare-all' with regards to the business. Having the required information to hand and with explanations already in mind, this can greatly reduce the time and costs involved in the due diligence process as well as minimising the likelihood of any unforeseen issues and the potentially costly negotiation of warranties and guarantees.

Aside from being important aspects to consider in a sales process, in many ways the list above includes best practice procedures that would aid the efficient ongoing operation of a business and therefore, whether or not a decision is made to sell the business, undertaking such an exercise will never be a waste of time. However, on top of ever increasing workloads and with the prospect of adding another project to the 'to do' list rarely being an attractive proposition for business owners, the engagement of Albert Goodman to assist with your exit planning is an effective way of helping to ensure that you are sale ready and receive full value for your business.



## NATWEST CARE HOME BENCHMARKING REPORT: Comparisons and improvements

In our Summer 2018 Newsletter, NatWest Senior Relationship Manager Matthew Willis explained how factors such as agency usage, staff retention, fees, CQC inspections and innovation can strengthen a Provider's case when obtaining finance. Here, he explains how the South West market compares to the rest of the UK, so that you can compare your own care business and identify potential improvements.

**The data below is from NatWest's Annual Care Home Benchmarking Report, and the views expressed are Matthew's own.**

### THE SOUTH WEST MARKET

The ratio of people aged over 85 in the South West as a percentage of the overall population is 3.2% compared to the national 2.5%, and this difference is expected to grow. There are fewer purpose-built homes but the homes have a better Care Quality Commission rating and higher occupancy, meaning the demand is strong for good quality homes. Larger corporates have picked up on this opportunity and are seeking opportunities to develop land to increase their market share. The 'Other' detailed below are privately owned homes.

#### Major independent sector providers in the South West, 2018

Provider	Registered beds (in the area)	Market share
Orders of St John Care Trust	2,160	5%
Somerset Care	1,465	3%
Barchester Healthcare	1,425	3%
Four Seasons Health Care	1,115	2%
HC-One	922	2%
Care South	833	2%
Cornwall Care	662	1%
Colten Care	644	1%
Bupa Care Homes	599	1%
Cedar Care Homes	536	1%
Other	35,789	78%
<b>Total</b>	<b>46,150</b>	<b>100%</b>

## WEEKLY FEES

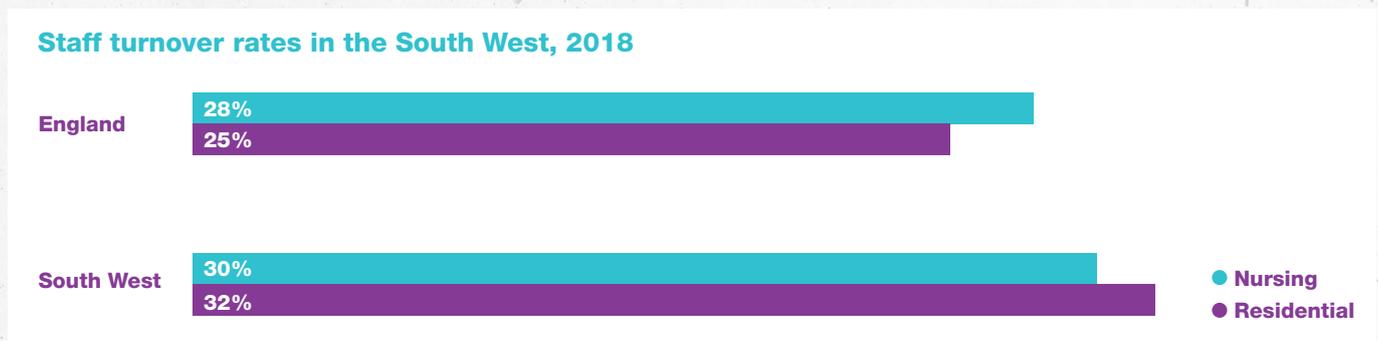
It is worth noting that the local authority fee increases are lower than the reported English average. I mentioned this in my last article but how do the fees you are receiving compare to the benchmark figures in the report below? Have you considered getting a consultant in to prepare a case to review these? Even a small increase can result in a quick return on the consultant's fees who argued the case for you.

Below is a table of the average fee for Nursing and Residential care.

Average weekly fees	Nursing	Residential
South West	£975 (9% higher than England)	£668 (7% higher than England)
England	£895	£626
UK	£856	£641

## RETENTION

The South West has higher than average turnover of staff. How do you engage your staff? The easiest option is to start talking about increasing wages (if there is scope to), but have you considered helping support your employees through qualifications? Helping an employee progress is often one of the most engaging things you can do as an employer.



## MAKING THE MOST OF YOUR ASSET

Running a sub-30 bed home is tough and you have to keep a real grip on your costs, as a few empty beds can really hit your occupancy. Have you considered contacting an architect who works in the social sector, to understand if there are any ways you can increase the occupancy in your home by altering the layout and/or increasing the size?! A good operator can turn a couple of rooms at £800 into an extra £20,000 onto your bottom line whilst bearing a similar level of costs to your current setup, thus creating a better economy of scale. Property development can either be done by reserves built up or conventional bank funding.

## FINAL POINTS

There will be instances where operators aren't able to alter or change their home, so how do you differentiate yourself from the Corporates who are looking to develop more and more purpose-built homes? Do all of the Primary care operators know who you are and how good you are? How do people find your home? For a monthly fee, Google can improve your presence and position on the search engine responses so that you are one of the first names you see. Finally, what are your review numbers and scores on Carehome.co.uk and Google review? After the CQC inspection report, these are the next places family members of residents look.

Putting all of the above into practice may seem like a huge workload. However, broken down into priority order, looking at what would have the most positive impact on you, your residents and your home right now, is time well spent.

**If you have any questions about the above or want to discuss your current situation in more detail then please contact Matthew on 07917 093994, email [matthew.willis@natwest.com](mailto:matthew.willis@natwest.com)**



# How can a broker help secure care finance?



Care Sector Mortgage Brokers

When you are securing finance to enter the care sector or expand your business, it is best to speak to an expert. We asked Jonathon Read from care home mortgage brokers Chandler & Co about the process.

## **When and why was Chandler & Co founded?**

John Read and Jerry Webb established Chandler & Co in 1995, both having come from banking and property backgrounds which helped them to give clients an all-round understanding of the business as well as arranging their finance.

They felt that there was a long term future in healthcare and wanted to not only help people buy homes but also hold their hands and guide them through the process.

## **How does a broker work within the care home sector?**

I think it is important to use an independent, specialist finance broker when securing finance for the care sector, as we have industry specific expertise and access to a whole range of market lending options. This enables our clients to ensure they are getting the right product for their business and ambitions, as well as giving them comfort they have access to competitive terms available.

We are also able to use our experience to pre-assess the opportunity for both investor and lender to minimize the risk as much as possible before significant time and money is spent by the client. This helps secure the investment for both the client and the bank.

## **How does a broker manage the process?**

When beginning an application for lenders, we anticipate

what information they will require to obtain terms from Credit. Each institution has their own criteria and all businesses differ in their trading history, compliance records etc, which can raise questions for the underwriters. By anticipating these concerns, we can expedite the process of acquiring Credit's agreement, saving time and money for the client. We collate all the information we gather up front to assemble a proposal document which we provide to our well established contacts. This helps the lending managers to act quickly and agree the loan as quickly as possible. We also liaise with all professionals to ensure that all parties are talking throughout the process to enable a smooth transition to completion.

## **What type of information does a broker require in order to put together a funding application?**

The key aspects lenders review to determine their risk are financial performance, expertise and compliance. Therefore, we would typically ask for certified P&L accounts, management information, evidence of compliance and experience within the management team for the banks to assess viability. If you anticipate you will need bank funding or are considering a sale, we always recommend keeping monthly records of fees, funding sources and management accounts as this is vital for banks to reach an agreement. As well as this, lenders usually ask for current and historic regulatory reports and if any improvements need to be made, then the action plans to correct these issues (however minor they can be!).

## **How long typically does it take for a funding application to be approved?**

In terms of elements we can control, usually we can obtain a credit backed offer within a few weeks to a month (assuming we have all the information we require) ▶

up front!). However, once agreed you will need to instruct solicitors and (if an asset purchase not a company share sale) submit an application to the regulator. This can take 8-12 weeks to process if you are applying as a new provider. If it is a share purchase, you will usually inherit the existing regulatory registration, which avoids the application timeframe, however, the legal and financial due diligence process is more detailed and can often take longer.

On average we are finding transactions are taking between 4-6 months to complete from acceptance of an offer, however refinances are a lot shorter and can be completed within weeks.

### **Is there any further advice which you can offer?**

The last key piece of advice we would give any buyer is that once a bank is on board, there are various due diligence checks the accountants and solicitors will be required to undertake on a care business. The importance

of having specialist, sector specific professionals is vital in ensuring a smooth process and to help keep unnecessary costs and delays down to a minimum.

Some buyers and sellers may be reluctant to use sector specialists as they fear they may be more expensive. However, a sector experienced expert understands what is essential very early into a transaction and is able to easily evaluate the time they will be required to achieve the results required. A professional with a lack of sector knowledge may underestimate the time and costs, which we often then see escalate during a transaction causing increasing delays and frustration for both sides - this could be the difference that leads to a vendor losing patience and the purchaser missing out on the acquisition.

**For a free, no obligation financial review please don't hesitate to contact Chandler & Co on 01622 817484 or [finance@chandlerandco.co.uk](mailto:finance@chandlerandco.co.uk)**

## VOLUNTEERING IN THE CARE SECTOR

Volunteers play a vitally important role in the care sector. The Kings' Fund estimated in its 2013 report 'Volunteering in health and care: Securing a sustainable future' that over 3 million people were volunteering and, with the future funding of the sector still open to debate, the need for additional resources will only continue to grow. What are the advantages for care providers and the volunteers themselves of such an arrangement?

For care providers, volunteers perform the 'added value' roles which enhance the lives of residents and clients. These can include tasks such as running the residents' shop; helping with activities; fundraising; driving the minibus; and providing additional resource at events like fetes. The volunteers often bring a unique skill set or expertise, from sewing to art and from gardening to carrying out manicures. By giving their time and knowledge they help free up care staff to perform the care roles, and can invest their time with residents in other ways.

For the volunteers themselves, there are also numerous benefits. Some volunteers are retirees wishing to contribute to society in a different way; some are prospective care staff wishing to gain experience in the sector; others may be the children or grandchildren of previous residents who wish to maintain a link with the home. Whatever the motivation, spending time with the residents and having a defined role at the home gives a sense of achievement and wellbeing. It also has a strong social benefit for both the volunteers and residents.

If your care business does not have any volunteers, consider an event such as a coffee morning to encourage people to take on such a role. It is National Volunteers Week 1st-7th June, a perfect time to attract (or thank!) volunteers!

### **Skills for Care publishes Safe and Fair Recruitment Guide**

Skills for Care has published a guide for the care sector about employing people with criminal convictions. The report states that there are more than 11 million people in the UK with a criminal record (which is more than 20% of the working-age population), but having a criminal record isn't an automatic barrier to working with children or adults at risk.

The guide will help social care employers to understand their legal rights and responsibilities when carrying out criminal record checks and implement safe and fair recruitment policies and procedures. It will also help employers carry out effective risk assessments on applicants who have criminal records (or have been subject to allegations) so that they can make informed decisions about their suitability for the job.

To download the guide, visit <https://www.skillsforcare.org.uk/Documents/Recruitment-and-retention/Recruiting-for-potential/Safe-and-fair-recruitment>



## Service User Contracts – Care UK facing legal action from CMA

In November 2018, the Competition and Markets Authority (CMA) issued its final guidance on care contracts and consumer law obligations for care home providers. This followed its 2017 report which highlighted concerns about service user contracts breaching consumer law, and recommended wholesale changes to admissions processes, complaints handling and service user contracts. In its guidance, the CMA made it clear

that they will be working closely with Trading Standards Services and sector regulators to hold care homes to account.

The CMA has already intervened with Care UK's 'administration fee' (which it no longer charges), and is planning to take legal action against the company if it does not refund the residents affected by the fee (thought to be over 1,600 people).

**For advice and assistance on ensuring your admissions and complaints processes and service user contracts are compliant with consumer legislation, contact Hazel Phillips at Royds Withy King on 01225 730166 or email [hazel.phillips@roydswithyking.com](mailto:hazel.phillips@roydswithyking.com)**

## Skills for Care publishes SW Regional Workforce Intelligence, as Government launches recruitment workshops

Skills for Care's regional workforce intelligence has been published, estimating that there were 164,000 people working in adult social care doing 174,000 jobs in the South West in 2017/18. This is an increase of 1.3% from 2016-17; and an increase of 5.8% since 2012.

In terms of hours worked, almost half (49%) were full-time; 39% were part-time; and 12% had no fixed hours, with the vast majority (93%) on permanent contracts. Staff turnover rate was 1/3 (33.1%).

Wages have increased significantly since the introduction of the National Living Wage: before it was introduced hourly rates for care workers increased by around 14p (2.0%) per year between September 2012 and March 2016; since its launch the average hourly rate increased by 29p (3.8%) between 2016/17 and 2017/18.

Looking to the future, the population in the South West aged 65+ is projected to increase between 2017 and 2035 from 1.21 million to 1.73 million. If the workforce grows proportionally to this, an increase of 43% (75,000 jobs) would be required by 2035.

With the pressures facing the sector in mind, the Government has piloted a recruitment campaign to help raise the profile of the social care sector and will use the results to run a national campaign. A provider workshop was held in Taunton in early February, which proved popular and was fully booked. The National campaign aims to increase interest in adult social care as a job choice, increase understanding of the variety of roles in adult social care, and equip smaller and medium-sized providers with tools to support the campaign.



## POST briefing: Robotics in social care

In December 2018 the Parliamentary Office of Science and Technology (POST) produced a briefing introducing robotic technology and the main ways it has been developed for use in social care. It reviews evidence on the impact of robotics on the costs and quality of social care and its workforce, and explores the main ethical, social and regulatory challenges to its use in social care. New technology to support social care is expected to be a theme in the upcoming Green Paper on adult social care in England. The report is available at

[www.researchbriefings.files.parliament.uk/documents/POST-PN-0591/POST-PN-0591.pdf](http://www.researchbriefings.files.parliament.uk/documents/POST-PN-0591/POST-PN-0591.pdf)

## ALLIED HEALTHCARE - What happens if a large community care provider fails

In November 2018, the Care Quality Commission issued a notice warning that it had serious doubts about the future of Allied Healthcare, the first time that CQC had issued such a notice about the financial sustainability of a social care provider. CQC said that it was concerned about the viability of services run by Allied Healthcare from the end of November, and warned councils to make contingency plans. On 30th November Health Care Resourcing Group (trading as CRG) acquired Allied Healthcare's trading assets, with ownership and full service provision.

The situation at Allied, which the company partly blamed earlier in the year on low fees from local authorities, underlines the perilous state of funding in the care system. Councils themselves warn of a £3.5 billion shortfall in funding for adult social care by 2025, and at the time of writing the Government's Green Paper has yet to materialise.

If a large community provider fails the Local Authorities with whom it has contracts must either take steps to find new companies to step in, or take the services back in-house. In the case of Allied Healthcare the contracts were assumed by Health Care Resourcing Group, with staff transferred to the new provider under TUPE laws. This is the best outcome for service users, as they continue to receive care from known care staff. However Allied Healthcare's statement (available on its website) said that this may not be a long-term solution, as it understands that a number of local authorities and CCGs are still considering proceeding with their contingency plans, which would see them transfer services to another provider, or provide the services themselves.

# ARE YOU MAKING TAX DIGITAL COMPLIANT?

## Help to get your business ahead of the curve

Although not mandatory for exempt from VAT businesses until 2020, a current area of focus within the dedicated cloud accounting team at Albert Goodman is to ensure that business bookkeeping systems progress to cloud accounting.

This will assist in future proofing the business, with real time management information, highlighting key performance indicators and helping to drive the business

forwards with the added benefit of supporting third party covenant reporting.

**To find out more about cloud accounting and the systems available to help your care business, contact Clare Blackmore, Director of Cloud Accounting on 01823 286096 or email [clare.blackmore@albertgoodman.co.uk](mailto:clare.blackmore@albertgoodman.co.uk)**



### TAX TIP - Annual Investment Allowance

The Finance Act 2018-19 includes the increase of the Annual Investment Allowance temporarily from £200,000 to £1,000,000 for expenditure in the period 1 January 2019 to 31 December 2020. This is a boost for existing care homes to extend their rooms in areas of good occupancy, and to meet the demands of a growing sector with investor appetite.

BUT watch the trap where the tax legislation splits the higher and lower allowance periods, with a new period starting when the allowance reverts to £200,000 from 1 January 2021. The timing of the expenditure will thus be important.

**For further advice contact the Albert Goodman Corporate Tax expert, Elaine Grose, on 01823 286096 or email [Elaine.grose@albertgoodman.co.uk](mailto:Elaine.grose@albertgoodman.co.uk)**

### CWC Winners announced

At the end of January, the Care Workers Charity announced the winners of its first CWC Awards, which were introduced to acknowledge and reward the exceptional contributions of some of its most dedicated supporters; whose help might otherwise go unrecognised.

### Dates for your diary:

**15th-21st May**  
DEMENTIA AWARENESS WEEK

**1st-7th June**  
NATIONAL VOLUNTEERS WEEK

**10th-16th June**  
NATIONAL CARERS WEEK

**28th June**  
CARE HOME OPEN DAY

# End note



With Brexit looming and new political alliances forming, the UK is in a period of significant change. We hope that we will not have to wait too much longer for domestic priorities such as the Green Paper to come to the fore, and hope that the articles enclosed in this newsletter help you plan and prepare for the future of your care business.

In our next edition, we'll be looking at corporate structures in a care setting; speaking to our very own SAGE expert Alison Parsons; and asking how we can achieve outstanding care.

Until next time.

*Julie Hopkins*

## LIST OF ALBERT GOODMAN CARE SERVICES

- Accounts and Audit compliance (Peter Strong and Chris Walford)
- Consultancy for business development/growth (Julie Hopkins)
- Acquisition and sales advice (Elaine Grose and Neil Hutchings)
- Property Capital Allowance reviews (to release 'hidden' tax reliefs) (Kelly Di Notaro)
- Corporate and personal tax services for owners (compliance, advisory, restructure, succession and exit planning) (Elaine Grose and Tracey Watts)
  - Later Life Care funding solutions (Louise Osborne)
- Corporate Finance including valuations and due diligence (Neil Hutchings)
  - Workplace pensions (Andrew Hopper)
  - Payroll (Michael Evans)



### Keeping in touch

If you would like this newsletter to be sent to a different address then please send your updated details to: [gdpr@albertgoodman.co.uk](mailto:gdpr@albertgoodman.co.uk). You may also use this address to opt out of receiving this newsletter or for any other queries you may have.

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