

DMPC Decision – PCD 1497**Title: Novation of Atos Contracts to Eviden****Executive Summary:**

The MPS currently has three contracts with Atos IT Services UK Limited for Application Services (APPS), Solution Delivery Integration Management Service (SDIM) and, the Solution Provider Framework (SPF 2022). Atos SE announced its intention to separate into two independent publicly listed companies, Atos and Eviden. Therefore, the contracts will transfer to Atos Holding UK1 Ltd, which will trade under the new Eviden brand.

This paper seeks approval to novate the three contracts from Atos IT Services UK Ltd to Atos Holding UK1 Ltd, which will trade under the new Eviden Brand.

The novation process of the exiting contracts and services, will not alter any agreed-upon contractual commitments to cost, governance, or responsible procurement. The MPS will not incur any costs as a result of the novation of the three contracts.

Recommendation:

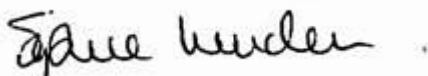
The Deputy Mayor for Policing and Crime is recommended to:

1. Approve the novation of the Apps, SDIM and SPF2022 contracts from Atos IT Services UK Ltd to Atos Holding UK 1 Ltd.

Deputy Mayor for Policing and Crime

I confirm I have considered whether or not I have any personal or prejudicial interest in this matter and take the proposed decision in compliance with the Code of Conduct. Any such interests are recorded below.

The above request has my approval.

Signature**Date**

11/09/2023

This process does not alter any agreed-upon contractual commitments to cost, governance, or responsible procurement because it is a novation of existing contracts and services. The MPS will not incur any costs as a result of the novation of the three contracts.

PART I - NON-CONFIDENTIAL FACTS AND ADVICE TO THE DMPC

1. Introduction and background.

- 1.1. In June 2022, Atos SE announced its intention to separate into two independent publicly listed companies, Atos and Eviden.
- 1.2. MOPAC has three contracts with Atos IT Services UK Ltd, for which approval is sought for novation to Atos Holding UK 1 Ltd, which will trade under the new Eviden brand:
 - Application Services (Apps) for delivering different levels of support to over 50 applications.
 - Solution Delivery Integration Management Service (SDIM) for managing the Business Portfolio Management Office (BPMO), Test Team, and Data team.
 - The Solution Provider Framework (SPF2022) for the provision of technology solutions for Digital Policing that allows the MPS to work with trusted partners to deliver end-to-end Digital Police Solutions quickly, with agility, and provide value for money.
- 1.3. Following novation, the new legal entity will continue to be a part of the original Atos SE global organisation, albeit with a different line of organisational control up to the overall parent company. The MPS assert that Atos SE intends to publicly list the new entity, but dates for this further separation have not yet been provided.

2. Issues for consideration.

- 2.1. Atos is contractually required to obtain the written consent of MOPAC to assign, novate, transfer, dispose of, or transfer its contracts.
- 2.2. The contracts all contain options allowing MOPAC to terminate, but this would present a risk to the continuity of the services and entail unnecessary re-procurement costs.
- 2.3. If MOPAC does not consent to novation, Atos would need to keep them under the Atos brand or create a unique corporate structure for MOPAC.

3. Financial Comments.

- 3.1. This is novation of existing contracts (service) it does not change any agreed contractual commitments to cost, governance and responsible procurement. The novation of the three contracts will not commit the MPS to any expenditure.

4. Legal Comments.

- 4.1. The Mayor's Office for Policing and Crime (MOPAC) is a contracting authority as defined in the Public Contracts Regulations 2015 (the Regulations). All awards of, and modifications to, public contracts for goods and/or services valued above £213,477

shall be subject to compliance with the Regulations. This report confirms the value of the contract award exceeds this threshold.

4.2. Paragraph 4.13 of the MOPAC Scheme of Delegation and Consent provides that the Deputy Mayor for Policing and Crime (DMPC) has delegated authority to approve all unforeseen variations and extensions to contracts with an original value of £500,000 or above, when the variation or extension is greater than 10% of the original value and/or is for a period of more than 12 months. This propose novation is an unforeseen variation of the contracts.

4.3. Paragraph 4.14 of the Scheme provides that the DMPC reserves the right to call in any proposal to award a contract valued at £500,000 or above.

4.4. The Mayor's Office for Policing and Crime ("MOPAC") is a contracting authority as defined in the Public Contracts Regulations 2015 ("the Regulations"). All awards of public contracts for goods and/or services valued at £213,477 or above shall be procured in accordance with the Regulations. This report confirms the value of the novations exceed this threshold.

4.5. Regulation 72(1)(d) of the Public Contracts Regulations 2015, states that, contracts and framework agreements may be modified without a new procurement procedure where a new contractor replaces the one to which the contracting authority had initially awarded the contract as a consequence of universal or partial succession into the position of the initial contractor, following corporate restructuring, including takeover, merger, acquisition or insolvency, of another economic operator that fulfils the criteria for qualitative selection initially established, provided that this does not entail other substantial modifications to the contract.

4.6. The departemnt for legal services has assured the above test is met and so the novations are permitted under regulation 72(1)(d) of the Public Contracts Regulations 2015.

5. Commercial Issues.

5.1. The Current contract details with Atos LTD are;

5.2. Application Services (Apps) awarded on the 4th October 2021 for an initial term of five years, with two further one- year extensions (5+1+1 years) to deliver different levels of support to over 50 applications.

5.3. Solution Delivery Integration Management Service (SDIM) awarded on

1st December 2020 for an initial term of two years. This has since been extended for a period of two years to the 30th November 2024 with the option to extend for further twelve-months.

- 5.4. The Solution Provider Framework (SPF2022) was established by MOPAC , awarded on the 13th May 2022, and it was effective from 1st July 2022 for an initial term of three years, with the option to extend for a further twelve months after the expiry of the 2017 original framework on the 31st of March 2022.
- 5.5. Atos SE provides a Parent Company Guarantee for the Applications Services contract, which will remain in place.
- 5.6. While a Parent Company Guarantee was not required for SPF2022 and SDIM, it was agreed that:
 - For SPF2022, the financial documentation provided will fulfil the criteria for the qualitative selection for the framework. Furthermore, additional financial standing checks will be required during the mini-competition stage to ensure the Supplier is in good standing to deliver any call-off contract being competed.
 - For SDIM, the financial documentation provided will fulfil the criteria for the qualitative selection. The MPS assure that it was agreed that the contract represent a low risk in case a requirement to re-procure materialised due to the non-specialised services provided under the contract.
- 5.7. Atos Holding UK 1 Limited demonstrated they can fulfil successfully the criteria for qualitative selection initially established for the existing services.
- 5.8. The MPS state that a credit check could not be conducted on Atos Holding UK 1 Limited because it has been incorporated recently. However, additional economic and financial Standing checks have been conducted on data provided by Atos Holding UK 1 Limited and provided results satisfactory to the Met.
- 5.9. The MPS assure that the checks demonstrated that Atos Holding UK 1 Limited sufficiently meet the selection criteria of the original contract awards and novation is compliant with regulation 72(1)(d).

6. GDPR and Data Privacy

- 6.1. MOPAC will adhere to the Data Protection Act (DPA) 2018 and ensure that any organisations who are commissioned to do work with or on behalf of MOPAC are fully compliant with the policy and understand their GDPR responsibilities.
- 6.2. The MPS is subject to the requirements and conditions placed on it as a 'State' body to comply with the European Convention of Human Rights and the Data Protection Act (DPA) 2018. Both legislative requirements place an obligation on the MPS to process

personal data fairly and lawfully in order to safeguard the rights and freedoms of individuals.

- 6.3. Under Article 35 of the General Data Protection Regulation (GDPR) and Section 57 of the DPA 2018, Data Protection Impact Assessments (DPIA) become mandatory for organisations with technologies and processes that are likely to result in a high risk to the rights of the data subjects.
- 6.4. The project does not use personally identifiable data of members of the public, so there are no GDPR issues to be considered.

7. Equality Comments

- 7.1. MOPAC is required to comply with the public sector equality duty set out in section 149(1) of the Equality Act 2010. This requires MOPAC to have due regard to the need to eliminate discrimination, advance equality of opportunity and foster good relations by reference to people with protected characteristics. The protected characteristics are: age, disability, gender reassignment, marriage and civil partnership, pregnancy and maternity, race, religion or belief, sex and sexual orientation.
- 7.2. MPS assure that no negative impact has been identified to any individual and/or group safeguarded by a protected characteristic and those who are not

8. Background/supporting papers

- 8.1. MPS paper Noavtion of Atos Contracts to Eviden.

Public access to information

Information in this form (Part 1) is subject to the Freedom of Information Act 2000 (FOIA) and will be made available on the MOPAC MPS website following approval.

If immediate publication risks compromising the implementation of the decision, it can be deferred until a specific date. Deferral periods should be kept to the shortest length strictly necessary.

Part 1 Deferral:

Is the publication of Part 1 of this approval to be deferred? NO

If yes, for what reason:

Until what date:

Part 2 Confidentiality: Only the facts or advice considered as likely to be exempt from disclosure under the FOIA should be in the separate Part 2 form, together with the legal rationale for non-publication.

Is there a **Part 2** form –No.

ORIGINATING OFFICER DECLARATION		<i>Tick to confirm statement (✓)</i>
Financial Advice: The Strategic Finance and Resource Management Team has been consulted on this proposal.		✓
Legal Advice: The MPS legal team has been consulted on the proposal.		✓
Equalities Advice: Equality and diversity issues are covered in the body of the report.		✓
Commercial Issues The proposal is in keeping with the GLA Group Responsible Procurement Policy.		✓
GDPR/Data Privacy <ul style="list-style-type: none"> GDPR compliance issues are covered in the body of the report. A DPIA is not required. 		✓
Drafting Officer Stephen Kalyango has drafted this report in accordance with MOPAC procedures.		✓
Director/Head of Service: The Chief Finance Officer and the Director of Corporate Services has reviewed the request and is satisfied it is correct and consistent with the MOPAC's plans and priorities.		✓

Chief Executive Officer

I have been consulted about the proposal and confirm that financial, legal and equalities advice have been taken into account in the preparation of this report. I am satisfied that this is an appropriate request to be submitted to the Deputy Mayor for Policing and Crime.



Signature

Date 22-8-23

