Selling to a Dental Conglomerate – The Devil is in the Detail!

Each stakeholder in dentistry has their own opinion on the dental corporates – whether they are successful or doomed for failure? But sure enough the corporates are growing in number as Sainsburys and Tesco’s up the ante. Similarly, House of Fraser are rumoured to follow suit, which will leave the Independent Principal competing with some even bigger corporates. There are also two other players shortly to enter who I am involved with but not allowed to mention!

Some dentists view the corporates as the devil and I’m not in this camp (nor do I hold any commercial interest in being so), but there is increasingly a number of practitioners considering either selling or working for one. However, the trick is to work out what you want from them before even opening any discussion with them. If you look to sell or be recruited by any of them you will deal with some well-trained individuals in their field, so the first thing is to be clear in your mind what you want out of the deal. Nearly all of the individuals I deal with for acquisitions to dental corporates have considerable clout to negotiate the deal terms so that they will work for the vendor if they are negotiated properly;

So let’s start with the decisions that should be made before entering any negotiations;

1. Price - Get a realistic idea of the value of your business from a recognised valuer or accountant with an independent view. If you were selling your house – would you only get one valuation? Lots of the valuers (including ours) offer free ‘no-strings’ valuations now.

2. Basis - Remember that corporates value profit not turnover, read my article on EBITDA or come and talk to us about it on stand M05a at the Showcase.

3. Deal Terms - When will you get your money? On Day 1 – Over 5 Years. Work out how this would work if you were selling to another dentist. Would they insist you stick around for 5-5 Years to get the full consideration?

4. Tenure – Is it worthwhile retaining the Freehold? Does the buyer really want the Freehold. There are buyers out there who look just to buy buildings tied into 15-20 Years Leases.

The Team – What will happen to them? How is your purchase price calculated? Will your associates be bought onto lower UDA values, just given them or not? Or will your staff be protected by TUPE but there is an old saying about wills and ways!

Of course this list is not exhaustive, just an illustration of the four key principles I would request any potential vendor consider before opening negotiations because it is easy to get too far down the road and then consider the outcomes post-sale.

Once you have decided the outcomes you are happy with, then the negotiations roll on. Remember, that if you have had two independent valuations from trusted sources then the chances are that their valuations should hold firm. Do not let a purchaser talk down the price of a practice. Put simply - if they don’t like the practice they won’t buy it all.

Remember there are always other options. Yes the ADP-IDH Merger has in essence removed one competitor from the market, but there are small groups and purchasers out looking for the same stock as them. There is also more than one corporate buying private practices. Competition is everything! Do not feel guilty for shopping around. Some people fear that if they shop around they will lose the initial offer they had. This may be true in House Sales but not true when you are selling to a conglomerate. Unless their funding pot dries up (which it would have done anyway during the DDI process if it was going to), your offer of £500,000 will still be there in three weeks time! Always remember for NHS practice sales, the times out of 10 you are in the driving seat!

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Thus it is imperative that you look the purchaser and do due diligence on them as they will be looking at you during the sale process.

The Changeover – Different groups do things different ways but normally there is a short period between exchange and completion where your associates and staff will be informed of the sale and introduced to a member of your chosen purchaser’s management team. Normally at this point they would be given their new associate agreements for post-sale and given an opportunity to ask any questions of likely management. This period can you give them, or perhaps most important can they give you?

Take a Deposit – “I’m a corporate, I don’t pay deposits” – Why not? I can tell you that I’ve sold practices to corporates and they can and will pay a deposit. This means that if they change their mind or decide to change the terms at the last minute then there is at least some recom pense and it means that your legal fees up to that point will be covered.

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EBITDA Sales - Recent Transaction of Orthodontic Practice at 190.1% of Gross Turnover to a Non-Corporate Buyer

Dental Tribune
United Kingdom Edition
October 10-17, 2011