

Meeting Book - Extra-ordinary Board of Directors in Public

AGENDA

00a BD January 2026 Front Page Private Meeting.docx

00b Board Agenda 29 Jan 26 Extra-Ordinary - FINAL.docx

OPENING ITEMS

001. Welcome and Apologies for Absence

002. Confirmation of Quoracy

003. Declarations of Interest

004. Notification of any urgent items of business requiring discussion

CORPORATE REPORTING (COVERING ALL STRATEGIC AMBITIONS)

005. Merger by Acquisition Transaction

005 Merger Update Report - Board 29th January.docx

Annex A - NLFT-TPFT Transaction Summary Slides v4 Public Board FINAL 210126.pptx

Annex D - Transaction Application Letter V3 - Transaction Rating letter reference removed (1).docx

Annex E - Council of Governors (1).docx

CLOSING ITEMS

006. Any other business (including any new risks arising during the meeting)

007. Reflections and Feedback from the meeting

DATE AND TIME OF NEXT MEETING

008. Thursday, 26 March 2026 at 10.00 - 13.00

Board of Directors

Agenda and papers of a meeting to be held
in public

**Thursday 29th
January 2026**

**Tavistock Centre,
120 Belsize Lane,
NW3 5BA and
Virtual**

**Please refer to
the agenda for
timings.**

MEETING OF THE EXTRA-ORDINARY BOARD OF DIRECTORS HELD IN PUBLIC
ON THURSDAY, 29 JANUARY 2026 AT 10.30 – 12.00
VENUE: BOARD ROOM, TAVISTOCK CENTRE AND VIRTUAL

Living our values:



AGENDA

26/01/	Agenda Item	Purpose Approval Discussion Information Assurance	Lead	Format Verbal Enclosure	Time	Report Assurance rating
OPENING ITEMS						
001	Welcome and Apologies for Absence	Information	Chair	V	10:30 (5)	
002	Confirmation of Quoracy	Information	Chair	V		
003	Declarations of Interest	Information	Chair	V		
004	Notification of any urgent items of business requiring discussion	Information	Chair	V		
CORPORATE REPORTING (COVERING ALL STRATEGIC AMBITIONS)						
005	Merger by Acquisition Transaction	Approval	Rod Booth, Director of Strategy and Business Development	E	10:35 (80)	Limited <input type="checkbox"/> Partial <input checked="" type="checkbox"/> Adequate <input type="checkbox"/> N/A <input type="checkbox"/>
CLOSING ITEMS						
006	Any other business (including any new risks arising during the meeting): <i>Limited to urgent business notified to the Chair and/or the Trust Secretary in advance of the meeting</i>	Discussion	Chair	V	11:55 (5)	
007	Reflections and Feedback from the meeting	Discussion	Chair	V		
DATE AND TIME OF NEXT MEETING						
008	Thursday, 26 March 2026 at 10.00 – 13.00.					

The public are excluded from the meeting due to the confidential nature of the business to be discussed.

EXTRA-ORDINARY MEETING OF THE BOARD OF DIRECTORS IN PUBLIC – Thursday, 29th January 2026			
Report Title: Merger Transaction – Full Business Case Sign-off			Agenda No. 005
Report Author and Job Title:	Rod Booth, Director of Strategy Terry Willows, Interim Director of Corporate Governance	Lead Executive Director:	Michael Holland, Chief Executive Officer
Appendices:	Annex A – NLFT-TPFT Transaction Summary Slides Annex D – Joint Application Letter Annex E – TPFT Trust Board recommendation to the Council of Governors		
Executive Summary:			
Action Required:	Approval <input checked="" type="checkbox"/> Discussion <input type="checkbox"/> Information <input type="checkbox"/> Assurance <input type="checkbox"/>		
Situation:	<p>This paper provides an update summarising the progress made towards, and preparation for, the merger by acquisition of Tavistock and Portman NHS Foundation Trust by North London NHS Foundation Trust. It also describes the suite of supporting documents required to proceed with and approve the proposed merger transaction.</p> <p>The Board is asked to note the preparations made for the merger, and review and approve the signing and submission of the documents, and in doing so, confirming the final submission of the application to merge the trusts and create the enlarged North London NHS Foundation Trust.</p> <p>These documents can only be signed and submitted formally to NHS England once both trust’s Council of Governors have taken their statutory merger decisions. Board approval is therefore sought subject to those approvals being obtained.</p>		
Background	<p>Following Board consideration in June 2025, the Strategic Outline Case (SoC) for the Trust merger by acquisition with the North London NHS Foundation Trust was submitted to NHSE. Subsequent integration planning, including NHSE challenge meetings in July, led to SoC approval in July 2025. This authorised progression to the Full Business Case (FBC) stage.</p> <p>Much work has been undertaken with full completion of the Full Business Case, Children and Young People (CYP) Patient Benefits Case and Post-Transaction Implementation Plan (PTIP) and these are now ready for submission. The Joint Merger Transition Programme Board and governance arrangements continue to oversee the programme, reporting directly to the Trust Executive Leadership Team and through to Board. The slide pack attached summarises progress that has been made towards the merger by acquisition and the benefits the merger is designed to achieve.</p> <p>A summary of the FBC, CYP and PTIP is detailed below:</p> <ul style="list-style-type: none">• Full Business Case (FBC) – as the central document to the application, this document builds on the rationale previously provided in the Strategic Outline Case. It covers in detail the background of both Trusts, why change is needed and an overview of how services and functions will run differently as an enlarged Trust. The Children and Young People’s Business Case		

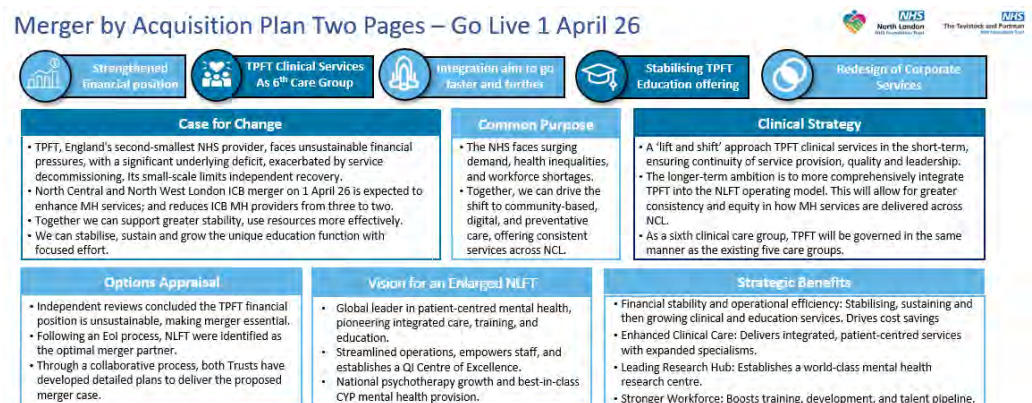
attached as part of the supporting pack demonstrates service user benefits for this priority pathway.

- **Post-Transaction Implementation Plans (PTIP)** – shows how the enlarged Trust will deliver the merger successfully and realise the benefits outlined in the FBC. It is intended to act as a practical tool to aid the delivery of Day 1, Day 30, Day 100 activities, and beyond. This document was created in collaboration with nominated workstream leads from across core business functions and services. (A detailed programme plan underpins this document and is used by the workstreams on a day-to-day basis to support delivery of plans.)

The details outlined in these application documents together make up our case for the merger by acquisition. On receipt of our final transaction application documents, NHSE will finalise their report to be submitted to the NHSE Resources Strategic Group. Following this, papers will ascend to the Department of Health and Social Care (Secretary of State) for approval and issuing the Grant of Acquisition.

Should this receive approval from NHSE and the Secretary of State, the enlarged NLFT (incorporating TPFT's workforce, property, assets, and liabilities) will formally come into existence from 1st April 2026.

Merger by Acquisition Plan Two Pages – Go Live 1 April 26



What does this mean for our functions and services?



Our Priority Pathway – Demonstrating Patient Benefits:



Final Transaction Documents – Overview

1. Significant preparations have been made for the planned merger by acquisition of TPFT by NLFT on 1 April 2026. **Annex A** sets out those preparations, and the expected benefits that the merger by acquisition will deliver.
2. The table below sets out the documents that are required to be submitted to NHS England to complete the merger transaction process and provides a description of each document, noting the action required of each Trust's Board:

Document	Description	Board action required
Board Certification (Annex B)	All trusts undertaking material and significant transactions should complete Board certification as part of the transaction process, and in doing so acknowledge the risks, assets and liabilities being assumed in the new merged trust. For merger, both parties should jointly make the Board certification.	This was approved by the NLFT Board at its extraordinary meeting on 16 January 2026
Joint Letter Application (Annex D)	This document provides the joint application letter to NHS England by both Trusts for the merger transaction between both organisations.	To approve
TPFT Trust Board recommendation to the Council of Governors (Annex E)	<p>The Council of Governors have a role in approving the merger transaction. In deciding whether to approve a transaction, governors are deciding whether the Board of Directors have:</p> <ul style="list-style-type: none"> • been thorough and comprehensive in reaching its proposal (undertaken proper due diligence); and • obtained and considered interests of trust members, public, staff and stakeholders as part of the decision-making process. <p>The Council will consider this resolution at an extraordinary meeting on 18 February 2026.</p>	To approve

Assessment:

1. **Service users/ carers/ staff:** Service users, their carers and a wide range of staff have been engaged through the development of the core application documents, particularly the CYP Business Case as the Priority pathway. Children and Young People, their families and carers have been engaged in the development of the CYP Patient Benefits Case and their views and input have been used to shape and design the details. Staff from TPFT will transfer to NLFT under Transfer of Undertakings (Protection of Employment) (TUPE) arrangements.
2. **Financial implications:** The financial case underpinning the merger application is set out in the full business case that has been submitted to NHSE. The Board Certification confirms that the implementation plan for the merger contains deliverable financial benefits which outweigh the costs of the transaction over the medium term.
3. **Legal and regulatory implications:** The merger will be implemented by virtue of an acquisition by NLFT of TPFT under s56A of the National Health Service Act 2006. The transfer of TPFT's assets and liabilities to NLFT will

	<p>be affected by the Statutory Order (grant of acquisition) granting the merger application.</p> <p>4. Risks: The successful management of risk is fundamental to delivering a successful merger. A full due diligence process has been undertaken and has identified a number of risk areas for which mitigation actions are in place as part of integration planning. A detailed risk log has also been monitored on an ongoing basis through the Joint Merger Transition Programme Board via Executive Management Committee, and those risks have been monitored and reviewed through the Programme Board.</p> <p>5. Quality and Safety implications: Initial Quality Impact Analysis (QIA) assessments have been drafted for the CYP clinical care pathway changes described in the application documents. The QIA process is following the existing governance processes established in the Trust. The completed QIAs will be sent to the Chief Medical Officer and Chief Nursing Officer for review. Any resulting actions to mitigate impacts and/or risks identified in the QIA process will be built into the programme management process as specific milestones to be tracked and managed under the integration plan.</p> <p>6. Equality, diversity and human rights: Initial Equality Impact Analysis (EIA) assessments have been drafted for the merger as part of the planning for the Secretary of State submission stage. This process is being overseen by the NLFT Associate Director for Equality, Diversity and Inclusion working closely with TPFT colleagues. Any resulting actions to mitigate impacts and/or risks identified in the EIA process will be built into the programme management process as specific milestones to be tracked and managed under the integration plan.</p>				
Key recommendation(s):	Trust Board is asked to review and APPROVE the signing and submission of the documents, and in doing so, confirming the final confirmation of the application to merge the Trusts and create the enlarged North London NHS Foundation Trust. Note that, in parallel with these approvals, NLFTs Board will also have to approve the key submission documents. Both sets of Trust governors will then need to take their statutory decisions in relation to the merger.				
Implications:					
Strategic Ambition:					
☑ Providing outstanding patient care	☑ To enhance our reputation and grow as a leading local, regional, national & international provider of training & education	☑ Developing partnerships to improve population health and building on our reputation for innovation and research in this area	☑ Developing a culture where everyone thrives with a focus on equality, diversity and inclusion	☑ Improving value, productivity, financial and environmental sustainability	
Relevant CQC Quality Statements (we statements) Domain:	Safe ☑	Effective ☑	Caring ☑	Responsive ☑	Well-led ☑
Alignment with Trust Values:	Excellence ☑	Inclusivity ☑	Compassion ☑	Respect ☑	

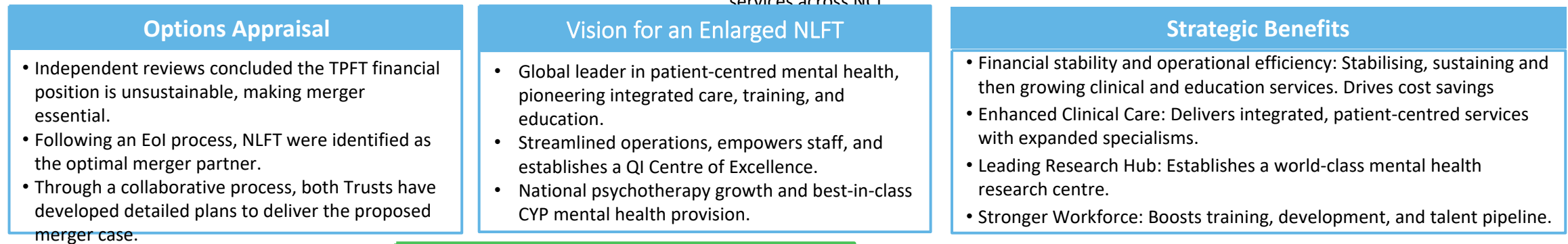
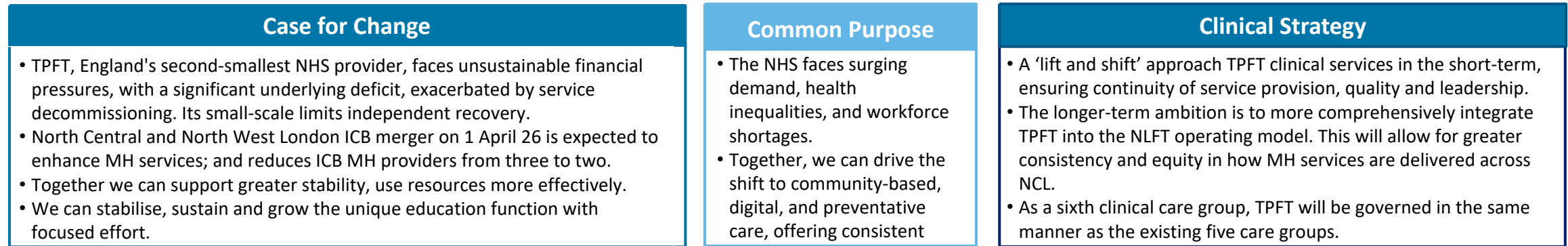
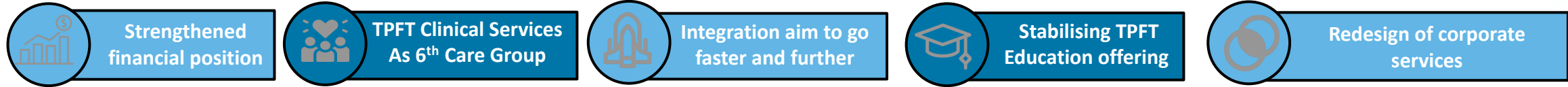
Link to the Risk Register:	BAF <input checked="" type="checkbox"/>	CRR <input type="checkbox"/>	ORR <input type="checkbox"/>	
	BAF 5: Risk of non-delivery of a sustainable future for the Trust care, education and training offer via delivery of a medium-term financial plan and merger with the North London Foundation Trust The Merger Programme Board has developed a Risk Log which reflects all the identified risks to the Merger Programme and mitigation and is linked to the Trust BAF.			
Legal and Regulatory Implications:	Yes <input checked="" type="checkbox"/>		No <input type="checkbox"/>	
	Capsticks have been appointed as Trust legal advisors in support of the merger due diligence process.			
Resource Implications:	Yes <input type="checkbox"/>		No <input checked="" type="checkbox"/>	
	There are no resource implications associated with this report.			
Equality, Diversity and Inclusion (EDI) implications:	Yes <input type="checkbox"/>		No <input checked="" type="checkbox"/>	
	There are no EDI implications associated with this report.			
Freedom of Information (FOI) status:	<input checked="" type="checkbox"/> This report is disclosable under the FOI Act.		<input type="checkbox"/> This paper is exempt from publication under the FOI Act which allows for the application of various exemptions to information where the public authority has applied a valid public interest test.	
Assurance:				
Assurance Route - Previously Considered by:	None			
Reports require an assurance rating to guide the discussion:	<input type="checkbox"/> Limited Assurance: There are significant gaps in assurance or action plans	<input checked="" type="checkbox"/> Partial Assurance: There are gaps in assurance	<input type="checkbox"/> Adequate Assurance: There are no gaps in assurance	<input type="checkbox"/> Not applicable: No assurance is required



NLFT-TPFT Merger by Acquisition



Merger by Acquisition Plan on a Page – Go Live 1 April 26



Vision for our new Trust

Exceptional Service Delivery

Offering unparalleled experience and quality; seen as a gold standard Mental Health provider.



Outstanding Education and Training

A magnet for talent, offering unparalleled career & training opportunities for staff/students.



Best-in-Class CYP Provision

A driving force leading the way for improved Mental Health in Children and Young People



Centre of Excellence

Known as experts in research and innovation; with recognition as a pioneer of best practice standards.



Nurtured the Tavistock brand

Amplified Tavistock brand and impact, through enhanced scale and resources



National Growth and Scale

Renowned as the leading organisation for Psychotherapy, with a wide-reaching national presence



Globally Recognised

An internationally recognised leader in all aged mental health services

Case for Change

The North London NHS landscape stands at a critical juncture. We face a choice: continue navigating a fragmented and financially strained system or embrace a transformative opportunity to reshape mental health services for the better.

The proposed merger by acquisition of TPFT by NLFT represents not merely a desirable evolution, but a necessary response to significant challenges and exciting, yet untapped, potential. Maintaining the status quo is simply not sustainable; decisive action is required to secure a brighter, more resilient future for mental health provision in North Central London.



Benefits of the Acquisition

Service Users

- Improved **access to specialist support**, integrated physical and mental healthcare, and a broader range of services.
- More holistic, **patient-centred care delivered within the community** setting.
- **Smoother service user pathways and reduced duplication.**

Organisation

- **Improved financial efficiency** and smarter resource allocation.
- **Enhanced research capabilities**, innovation, and system-wide transformation.
- **Opportunities for national/international leadership.**
- **More streamlined operations** and investment in innovative technology.

PBC Children, Young People & Families

- Feel **heard and involved**
- **Choice**: services that understand you
- **Digital tools to stay in control**
- Joined-up services that **work together**
- **Same experience** of services wherever you live
- Getting help that is **fair and easy**



Workforce

- **Better career development**, well-being support, and improved recruitment and retention.
- Stronger, **more connected clinical workforce with enhanced skill mixes.**
- **More training, education, student placement and research opportunities** including emerging areas and funding access.

Students

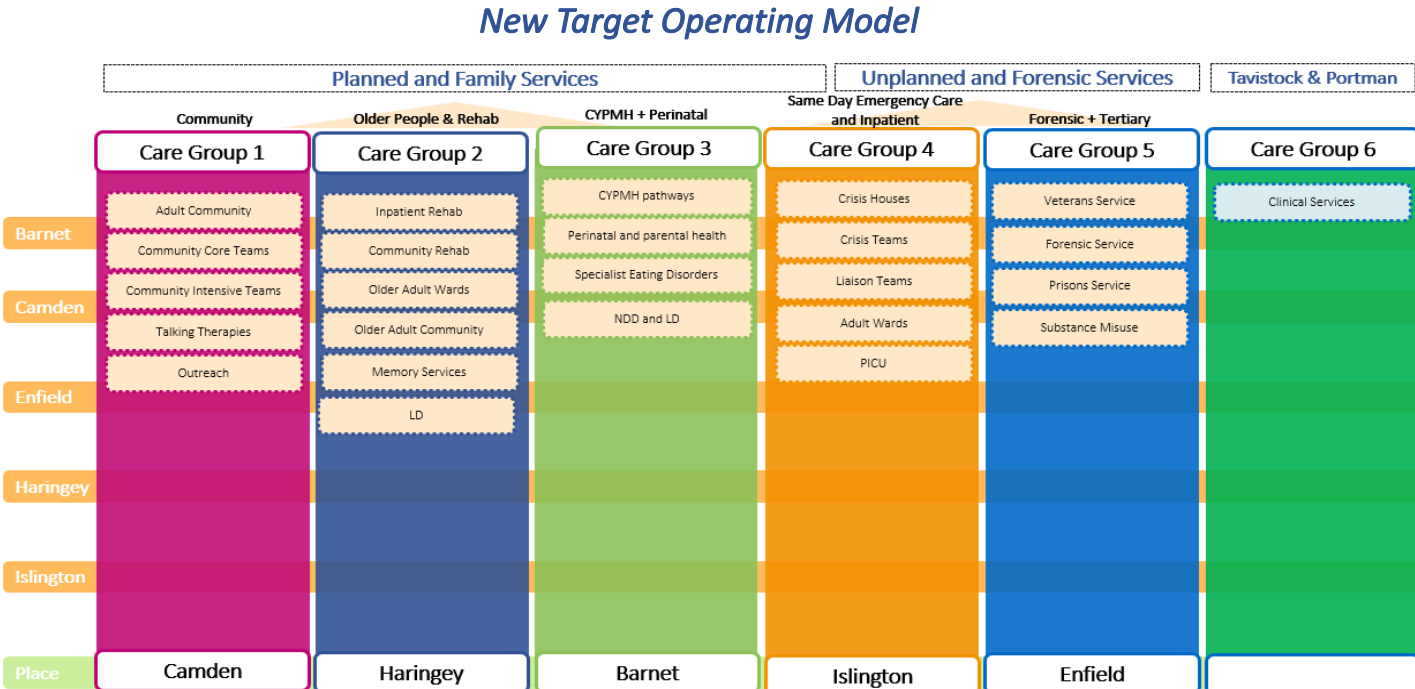
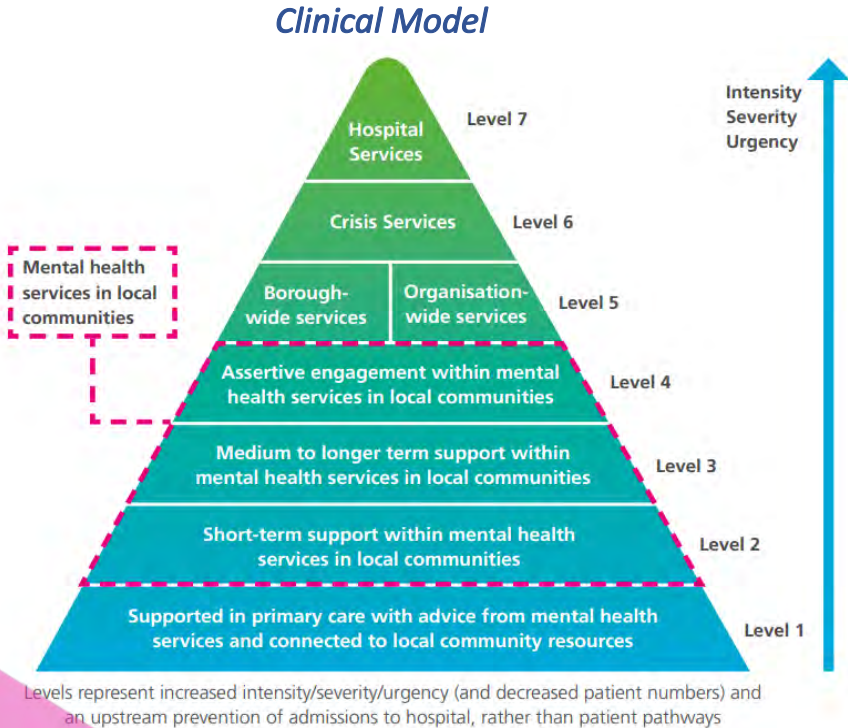
- **Expand professional development** opportunities for staff, **increases trainee placements** and student numbers
- Create more **opportunities for the local community** to explore mental health careers and professional training
- **Strengthen academic partnerships** and expand into new local and international educational markets.

Enabling our Clinical Strategy

This acquisition presents a unique opportunity for NLFT to leverage TPFT strengths in education and CYP services. This collaboration will be instrumental in driving innovation and creating a more comprehensive and effective service model across North Central London, ultimately extending the reach and impact of our expertise. The ICB merger of North Central and North West London on 1 April 26 is expected to enhance mental health services by providing larger scale and more resources, and our merger directly supports this by supporting reducing MH service providers from three to two; NLFT and CNWL

TPFT’s specialist knowledge and experience will be directly applied to significantly benefit and enhance CYP services across the entire region. With a new shared leadership and direction, this allows us to play a leading role in shaping improved outcomes and developing new service models, contributing substantially to the advancement of mental health provision for young people.

Our newly implemented operating model will see TPFT Clinical Services initially as a sixth care group, supporting a safe clinical landing and in recognition of the expertise TPFT’s services and clinicians bring.



Jasmin Chin Principal Clinician / Clinical Psychologist

"It felt important for us to come together as one collective body of staff, to acknowledge our shared histories & values, as well as unique ways of working across the Trust, ahead of the merger. I was pleased to hear from NLFT colleagues that they also value offering high quality care close to where people live, trauma informed practice & leadership and that equity of outcome was a key principle. Attending the event has helped me to focus on how our disciplines and teams can get ready (or how well we already do well) and be honest about our own gaps and inconsistencies in practice."



Rachel James Director of Therapies

"I found yesterday's merger meeting a very positive and an encouraging experience. It was clear that NLFT have strong commitment to preserving our Trust's legacy and internationally recognised brand, while ensuring the financial sustainability needed to protect the future of our services."

"I was particularly reassured by the focus on equality, diversity and inclusion, and on reducing unwarranted variation in care. The discussion highlighted the potential to deliver more seamless services and improve patient and student outcomes and experiences, especially for those communities who often face the greatest barriers. I also valued the recognition of our longstanding, long-term workforce and the importance of maintaining strong relationships at every level, from the frontline to the board."

"Most of all, I appreciated the openness and transparency shown by the leadership team, and their willingness to listen and work with us, which gives real confidence and optimism about the opportunities ahead. I am keen to continue building a strong, collaborative partnership with our merger colleagues on this journey together."

Adithi Bangalore Srinivas, Junior Contracts & Performance Manager

"The session was a valuable opportunity to address key merger points and clarify uncertainties. The open conversations helped build trust by creating a shared sense of transparency and understanding, allowing everyone to feel a bit more at ease."

"I'm hoping for a structured or a breakdown of how the merger will take place along with the timelines."

Lottie Laverty, Senior Clinical Lead

"It was good to meet with NLFT leaders at the merger event earlier this week, there are clearly some synergies with the values and direction of both organisations that will hopefully make for an easier merger and transition. It was reassuring to hear that NLFT are interested in the specifics of what we want to keep hold of from the Tavi."

"I was also interested in the opportunity of the Trust being a leader in the mental health field, particularly in thinking more closely about what clinical effectiveness means and how we can evidence this more so, in a way that makes sense clinically whilst appreciating the very changing NHS landscape we sit within."



Matt Lingard

"I found the session really encouraging and valued the two-way conversation. It was a good opportunity to learn more about NLFT and ask questions about the Trust and the merger process. They were really keen to hear from us too, so we were able to tell them more about what we do and what we feel is important to retain post-merger."



Aruna Sesay, Support Services Supervisor

"I think today's meeting was great, and there was a lot of information that I needed to hear and a lot of great questions and answers as well."

"I still think it's a work in progress and as the magic gets along, a lot more information will be given to staff. I think this meeting was needed, as you can see from the outcomes today a lot of people had curious questions they wanted to ask and they got to ask those questions. A lot of questions speaks volumes and they speak for the entire team."

TPFT All Staff Engagement Events

Three engagement events held on 15th, 16th and 25th September – two in person and the third on MS Teams

'Colleagues engage with North London FT leaders in update and Q&A session

Over 100 colleagues attended this week's merger engagement events, where they got the chance to hear and ask questions from North London Foundation Trust's Deputy CEO Natalie Fox and other members of their executive team.

Following the second engagement event, Natalie commented on how "the energy in the room was inspiring – people spoke openly about what they are most proud of in their services, their teams, and the Trust's strong legacy of innovation and excellence."

Natalie noted how "a key theme was the importance of protecting and carrying forward what matters most to staff and patients – the values, specialist expertise, and unique approaches to care that have defined Tavistock and Portman. At the same time, there was a real appetite to look ahead and explore how coming together will allow us to deliver even greater benefits for patients, students and staff."

"We also reflected on how joining forces can help reduce duplication and free up more time, resources for direct patient care and enhance opportunities for our staff and students."

The discussion highlighted both pride in the past and excitement for the future. Protecting what is unique while working together to enhance care will be central to the next phase of this journey.

"Big thank you to everyone that contributed to the discussions this week."

Join the discussion

The next event will be taking place online, on Thursday 25 September and will be hosted by [Jinjer Kandola](#), Chief Executive at NLFT and [Natalie Fox](#), Deputy Chief Executive at NLFT.

During the event you will hear;

Our shared vision and the North London Way

Setting out the plan for the merger by acquisition

North London's people promises

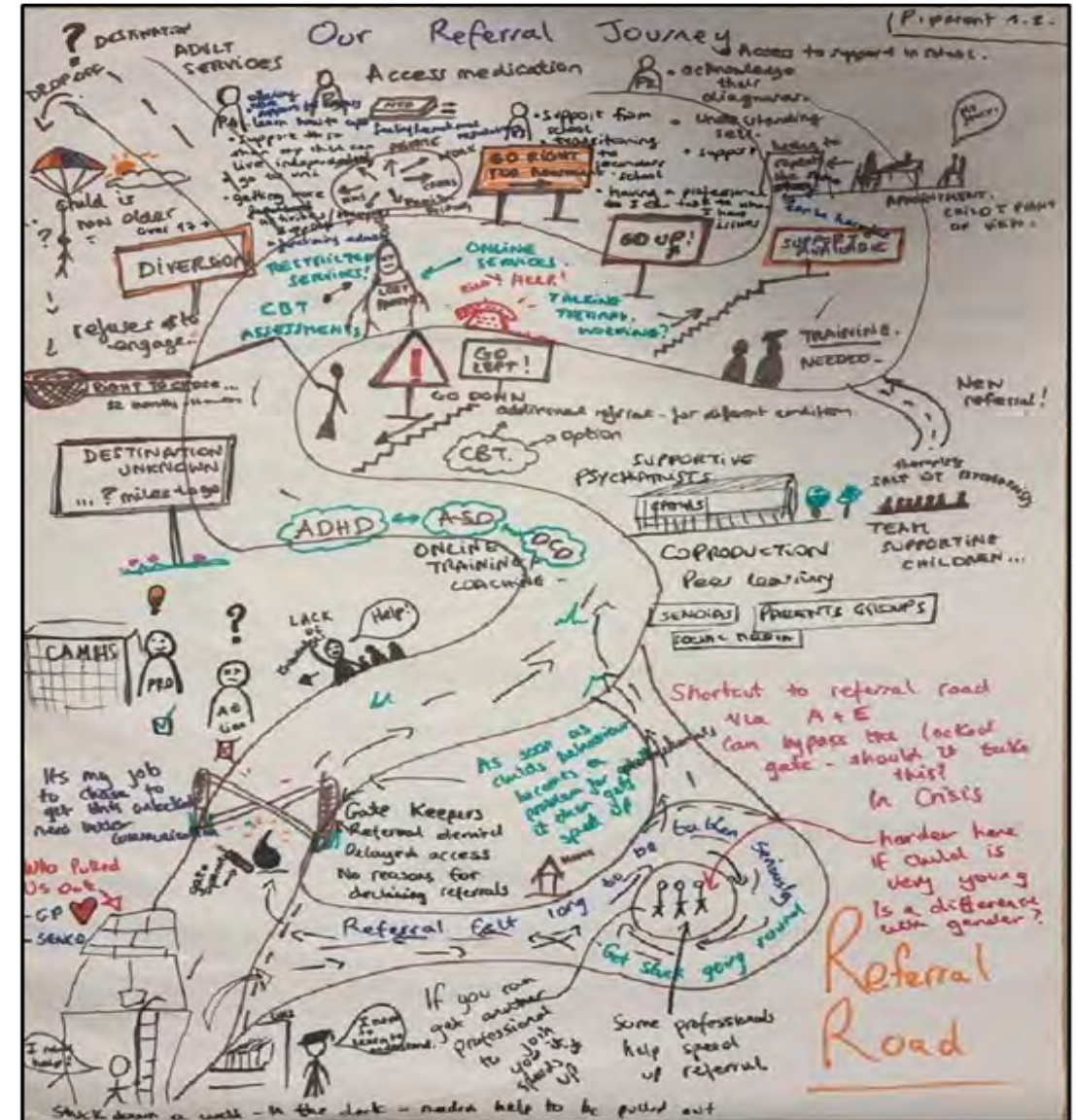
How you will get the opportunity to have their say and engage in the process

There will be an interactive element to the meetings where you will have the opportunity to answer questions online using Mentimeter, as well as time for a question and answer session at the end.

The final session will be recorded and published on the intranet for those staff who cannot attend any of the sessions.



Figure 3. Key Benefits for Children, Young People and Families



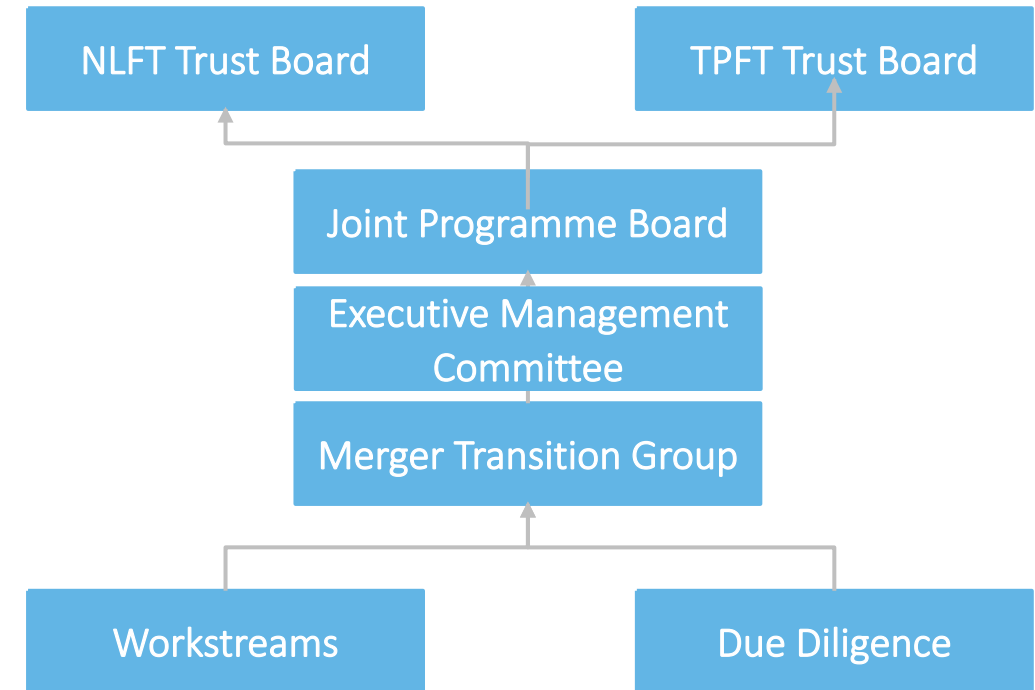
CYP Provider Collaborative – Staff Engagement



Delivering the Transaction

Integration Governance

- The Programme Board oversees the integration, manages risks and benefits realisation. Membership include representatives from both trusts, chaired by the NLFT CEO, with the DCEO as Programme SRO.
- Bi-weekly Merget Transaction Group meetings provide a basis to repost on progress and unblock challenges, as they arise.
- Integration planning and delivery is carried out on a local workstream level (shown below), with membership across both Trusts.



Finance



Estates



People



R&D



Comms



Procurement



Digital & Information



Corp Gov



Education



Clinical





NHS England
By email

[Date – as close as possible to date of decision]

Proposed acquisition of Tavistock and Portman NHS Foundation Trust by North London NHS Foundation Trust (“the Parties”)

In accordance with section 56A of the National Health Service Act 2006 (‘the Act’), this letter is the joint application of the Parties to NHS England for their merger by way of the dissolution and the enlargement of the North London NHS Foundation Trust.

The Parties request that NHS England:

1. Grants this joint application pursuant to section 56A of the Act to confirm that it is satisfied that the Parties have taken such steps as are necessary to prepare for the acquisition taking effect on [1 April 2026].

In compliance with section 56A of the Act, the Parties enclose:

2. A copy of minutes of the meetings of the North London NHS Foundation Trust and Tavistock and Portman NHS Foundation Trust Council of Governors evidencing the approval by more than half of the members of the Council of Governors to this application.
3. A copy of the proposed enlarged constitution of the North London NHS Foundation Trust.

Yours sincerely

Jinjer Kandola MBE
Chief Executive
North London NHS Foundation Trust

Michael Holland
Chief Executive
Tavistock and Portman NHS Foundation Trust

Request for Council of Governors to approve merger transaction

This document has been prepared in connection with the proposed merger by acquisition of Tavistock and Portman NHS Foundation Trust (TPFT) by North London NHS Foundation Trust (NLFT) on 1 April 2026 to form the enlarged North London NHS Foundation Trust.

Following due and careful consideration, the Trust Board of Directors of Tavistock and Portman NHS Foundation Trust has reached the decision to proceed with the transaction between NLFT and TPFT.

Further to the supporting information received by the Council of Governors on the transaction process and how the evaluation criteria has been met, the Board of Directors recommend that the Council of Governors approve the merger transaction and pass the draft resolution set out below:

Draft Resolution:

The Council of Governors is satisfied that the Board of Directors of Tavistock and Portman Foundation Trust (TPFT) has been thorough and comprehensive (i.e. undertaken appropriate due diligence) in reaching its proposal to merge by acquisition of TPFT by North London NHS Foundation Trust (NLFT) under section 56A of the National Health Service Act 2006 and has obtained and considered the interests of trust members, workforce, the public, students and stakeholders as part of the decision-making process. Therefore, the Council of Governors resolves to approve NLFT's application with TPFT to NHS England for their merger by statutory acquisition.

Trust Board of Directors, Tavistock and Portman NHS Foundation Trust

Xx February 2026