

## BOARD OF DIRECTORS

<b>Title of Meeting</b>	<b>BOARD OF DIRECTORS</b>	<b>Date</b>	<b>12 MARCH 2026</b>
<b>Agenda Item</b>	<b>15/26</b>		
<b>Report Title</b>	Integration: Transaction documents for approval <ul style="list-style-type: none"> <li>▪ Application Letter</li> <li>▪ New Constitution</li> <li>▪ Transaction Agreement</li> </ul>		
<b>Executive Lead</b>	Nikhil Khashu, Chief Executive		
<b>Report Author</b>	Lucy Gardner, Chief Strategy & Partnerships Officer		
<b>Presented by</b>	Lucy Gardner, Chief Strategy & Partnerships Officer		
<b>Action Required</b>	<input checked="" type="checkbox"/> <b>To Approve</b>	<input type="checkbox"/> <b>To Assure</b>	<input type="checkbox"/> <b>To Note</b>
<b>Executive Summary</b>			
<p>This paper seeks Board approval of the key transaction documents: The Application Letter, the New Constitution and the Transaction Agreement.</p> <p>These documents have been developed with support from the Trusts' legal advisers and were approved in principle by both Trust Boards in February 2026. The application letter and draft constitution were also both approved in principle by both Councils of Governors in February.</p> <p>All three documents have been reviewed and checked by NHS England. The final versions are now presented to the Board for approval prior to submission to NHS England for final authorisation.</p>			
<b>Strategic Objectives</b>			
<input checked="" type="checkbox"/> <b>Equality, Diversity and Inclusion</b> - We will ensure that equality, diversity and inclusion are at the heart of what we do, and we will create compassionate and inclusive conditions for patients and staff.			
<input checked="" type="checkbox"/> <b>Health Equity</b> - We will collaborate with partners and communities to improve equity in health outcomes and focus on the needs of those who are vulnerable and at-risk.			
<input checked="" type="checkbox"/> <b>Partnerships</b> - We will work in close collaboration with partners and their staff in place, and across the system to deliver the best possible care and positive impact in local communities.			
<input checked="" type="checkbox"/> <b>Quality</b> - We will deliver high quality services in a safe, inclusive environment where our patients, their families, carers and staff work together to continually improve how they are delivered.			
<input checked="" type="checkbox"/> <b>Resources</b> - We will ensure that we use our resources in a sustainable and effective way.			
<input checked="" type="checkbox"/> <b>Staff</b> - We will ensure the Trust is a great place to work by creating an environment for our staff to develop, grow and thrive.			

**How does the paper address the strategic risks identified in the BAF?**

<input checked="" type="checkbox"/> BAF 1	<input checked="" type="checkbox"/> BAF 2	<input checked="" type="checkbox"/> BAF 3	<input checked="" type="checkbox"/> BAF 4	<input checked="" type="checkbox"/> BAF 5	<input checked="" type="checkbox"/> BAF 6	<input checked="" type="checkbox"/> BAF 7
<b>Governance</b> Failure to implement and maintain sound systems of Corporate Governance and failure to deliver on the Trust's Strategy	<b>Quality</b> Failure to deliver quality services and continually improve	<b>Health Equity</b> Failure to collaborate with partners and communities to improve health equity and build a culture that champions ED&I for patients	<b>Staff</b> Failure to create an environment for staff to grow and thrive	<b>Resources</b> Failure to use our resources in a sustainable and effective way	<b>Equality, Diversity &amp; Inclusion</b> Failure to build a culture that champions equality, diversity and inclusion for patients and staff	<b>Partnerships / Integration with WHH</b> Failure to work in close collaboration with partners and staff in place and across the system

<b>CQC Domains:</b>	<input checked="" type="checkbox"/> <b>Caring</b>	<input checked="" type="checkbox"/> <b>Effective</b>	<input checked="" type="checkbox"/> <b>Responsive</b>	<input checked="" type="checkbox"/> <b>Safe</b>	<input checked="" type="checkbox"/> <b>Well Led</b>
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<b>Report Author</b>	Lucy Gardner, Chief Strategy & Partnerships Officer		
<b>Purpose</b>	Approve the key Transaction documents: <ul style="list-style-type: none"> <li>▪ Application Letter</li> <li>▪ New Constitution</li> <li>▪ Transaction Agreement</li> </ul>		

### 1. BACKGROUND/CONTEXT

The Trust Board is asked to approve the final versions of the three key documents required to progress the proposed transaction:

- Application Letter
- New Constitution
- Transaction Agreement

All documents have been developed with support from the Trusts' legal advisers. They were approved in principle by both Trust Boards in February. The application letter and draft constitution were also both approved in principle by both Councils of Governors in February.

The documents have been subsequently updated to reflect formal feedback from NHS England (NHSE), notably the transaction risk rating of amber.

The final versions are now presented for Board approval prior to submission to NHSE for final authorisation.

#### 1.1 APPLICATION LETTER

The Application Letter is the formal, Board-approved submission to NHSE requesting approval of the proposed transaction.

It confirms that all required planning, due diligence, governance, and assurance processes have been completed and that the Trusts are now seeking NHSE approval to proceed to implementation.

The final version incorporates NHSE confirmed Transaction Rating of Amber.

#### 1.2 NEW CONSTITUTION

A new Constitution is required ahead of the integration to ensure statutory compliance and to provide an effective governance framework for the new organisation post-transaction.

Development of the Constitution was overseen by a joint working group of Governors from both Trusts, supported and led by the Director of Corporate Governance (BCH). This ensured:

- Appropriate Governor representation from both Trusts
- Robust challenge and assurance
- Consistency with statutory requirements and the national Model NHS Constitution
- Coordination of legal advice and NHSE feedback

The draft Constitution has been based on the national Model NHS Constitution, updated with minor amendments from the Trusts' legal advisers and NHSE's legal team.

The Constitution will take effect automatically if NHSE approves the acquisition, in line with the NHS Transactions Guidance.

### **1.3 TRANSACTION AGREEMENT**

The Transaction Agreement is the legally binding contract governing the terms under which WHH acquires BCH. It sets out:

- Assets, services, and obligations transferring
- Responsibilities of each party pre- and post-transaction
- How risks and liabilities will be managed
- Assurance to NHSE that due process and clarity of accountability have been established

The Agreement has been developed by Hill Dickinson, with detailed input from both Trusts and incorporates feedback from NHSE.

## **2. RECOMMENDATION**

The Board is asked to approve the Application Letter, new Constitution, and Transaction Agreement for submission to NHS England.