

Licensee

St. Andrew's Healthcare

Decision

On the basis of the grounds set out below, and having regard to its enforcement guidance, NHS England has decided to accept from the Licensee the enforcement undertakings specified below pursuant to its powers under section 106 of the Health and Social Care act 2012 (the Act).

Grounds

1. Licence

The Licensee is the holder of a licence granted under section 87 of the Act.

2. Breaches of licence conditions

2.1 NHS England has reasonable grounds to suspect that the Licensee has provided and is providing healthcare services for the purposes of the NHS in breach of the following conditions of its licence:

2023 Licence Condition	Summary of condition
CoS3(1)(a)	The Licensee shall at all times <u>adopt and apply systems and standards of corporate governance, quality governance and of financial management</u> which reasonably would be regarded as: suitable for a provider of the Commissioner Requested Services, provided by the Licensee, or a Hard to Replace Provider,
CoS3(1)(c)	The Licensee shall at all times <u>adopt and apply systems and standards of corporate governance, quality governance and of financial management</u> which reasonably would be regarded as: providing reasonable safeguards against the Licensee being unable to deliver services due to quality stress.
CoS7(1)	<p>The Licensee shall at all times act in a manner calculated to secure that it has, or has access to, the Required Resources.</p> <p>Under CoS7(8) "Required Resources" means such:</p> <ul style="list-style-type: none">a. management resources including clinical leadership,b. appropriate and accurate information pertinent to the governance of qualityc. financial resources and financial facilities,

	<p>d. personnel,</p> <p>e. physical and other assets including rights, licences and consents relating to their use,</p> <p>f. subcontracts , and</p> <p>g. working capital as reasonably would be regarded as sufficient for a Hard to Replace Provider and/or to enable the Licensee at all times to provide the Commissioner Requested Services.</p>
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2.2 In particular:

2.2.1 On 22 October 2025 the Care Quality Commission (CQC) published an inspection report on the Northampton site of St Andrew’s Healthcare (StAH) relating to an inspection undertaken in March/April 2025 and rated the site “Inadequate”. As part of this rating, the Well Led domain was rated “Inadequate”.

2.2.2 On 12 December 2025, the CQC published a further report on the Northampton site rating the site as “Inadequate” across all domains considered for this inspection which took place in July/August 2025. This report raised significant concerns about culture at the organisation and the processes that allow staff to speak up.

2.2.3 On 9 March 2026, NHS England published that it had taken the decision that all NHS commissioners should start identifying alternative placements for their patients receiving inpatient services at the StAH Northampton site. The decision was driven by inadequate assurance of improvements in patient safety despite enforcement action taken to date. The period during which patients are to be transferred from StAH’s care to an alternative provider is referred below to as the ‘transition period’.

2.2.4 On 13 March 2026, the CQC published a further report on the Northampton site relating to an inspection undertaken in October 2025, rating the site as “Inadequate” across all domains considered for this inspection. The inspection found that the Licensee was still in breach of regulations related to person-centred care, safe care and treatment, safeguarding, dignity and respect, good governance and staffing. A lack of improvement since the previous inspection was noted.

2.2.5 NHS England has itself identified several areas where governance arrangements are not of a standard expected for a provider of commissioner requested services or a hard to replace provider of NHS services:

- a) Governance structures are inconsistently effective resulting in limited assurance at Board level. There are concerns about staff culture impacting on morale and ability to raise concerns, and about ensuring appropriate safer staffing levels are deployed. Shortcomings exist in the ways that risks and incidents are managed and how learning is shared.

- b) There are shortcomings in the way that performance data is presented, interpreted and used for assurance.
- c) There are shortcomings in the way that StAH is attempting to embed improvements from CQC findings.

2.2.6 Executive-level leadership is stretched, with several key roles covered on an interim basis. The instability and repeated turnover in leadership since July 2023 has resulted in a material governance risk, as it compromises sustained executive accountability for quality and patient safety.

2.2.7 As a consequence of the matters set out in paragraphs 2.2.1 to 2.2.6, there is a risk to the availability of financial and operational resources required for service continuity, as required under CoS3(1)(a),(c) and CoS7(1). NHSE therefore considers it necessary and proportionate to include financial-related undertakings in the list of undertakings below to ensure that the Licensee has access to the Required Resources to support continuity of services.

2.3 Need for action:

NHS England believes that the action which the Licensee has undertaken to take pursuant to these undertakings, is action to secure that the breaches in question do not continue or recur.

Nothing in these undertakings shall impact upon the Trustees' overriding duties to meet their statutory and legal obligations.

3. Appropriateness of undertakings

In considering the appropriateness of accepting in this case the undertakings set out below, NHS England has taken into account the matters set out in its Enforcement Guidance.

Undertakings

NHS England has agreed to accept, and the Licensee has agreed to give the following undertakings pursuant to section 106 of the Act:

1 Board and organisational culture

- 1.1 The Licensee shall take all reasonable steps to ensure that organisational culture supports the safe care (including discharge of patients) throughout the transition period. This shall include ensuring that staff are appropriately supported, that leadership behaviours promote a culture of psychological safety, consistency, and high-quality care, and that risks to patient safety arising from cultural or workforce factors are identified, mitigated and escalated in a timely manner.
- 1.2 The Licensee shall ensure that arrangements are in place for oversight and scrutiny of patient safety risks arising from cultural or workforce factors during the transition period. Where concerns are identified that may impact the safe care (including discharge of patients), the Licensee shall:

- 1.2.1 Escalate such concerns without delay to NHS England and the Chairs of the relevant oversight groups;
 - 1.2.2 Implement immediate mitigating actions (where it is within StAH's control), or escalate via the appropriate governance mechanism, to address identified risks; and
 - 1.2.3 Cooperate fully with any additional assurance, review, or intervention required by NHS England.
- 1.3 The Licensee shall continue to implement its Safe Today Plan (which will be reviewed jointly with NHSE to ensure all elements remain relevant) to address concerns identified by regulators and to ensure the delivery of safe, high-quality care throughout the transition period. As part of this, the Licensee shall adopt and implement an approved Board Development Programme, which will set out the actions, governance arrangements and measurable outcomes required to support continuous development in Board capability, leadership behaviours and organisational culture, embed learning, strengthen accountability, and ensure alignment between Board oversight and operational delivery, thereby reinforcing assurance of sustained compliance with paragraphs 1.1 and 1.2.
- 1.4 For any new interim or substantive Executive appointments, the Licensee shall ensure that:
- 1.4.1 NHS England is kept informed of progress throughout the recruitment process;
 - 1.4.2 For clinical Executive appointments with decision making responsibilities at Board, stakeholders such as the appropriate system partner or Recovery Support Programme are involved in the process (if deemed appropriate by NHS England);
 - 1.4.3 The Executive post holder receives a comprehensive and tailored induction programme with input from NHS England and other key stakeholders (as defined by NHS England);
 - 1.4.4 The Executive post holder has learning and development needs assessed and receives any relevant training within the first six months of appointment; and
 - 1.4.5 Due regard is given to Executive portfolios in line with the findings and recommendations of the NHS England Recovery Support team and any relevant findings by the CQC through its inspection activity.
- 1.5 The Licensee shall ensure that the Board maintains effective oversight of patient safety and quality of care throughout the transition period through the receipt of timely, accurate and triangulated assurance to enable informed scrutiny, constructive challenge and decisive action. The Board must be assured that safe, high-quality care is consistently delivered and where it is not, that an effective improvement plan is in place to reach a sustainable level of quality within a timescale commensurate with the level of risk. The Board shall ensure that sustained and demonstrable progress is made against all regulatory findings, embedding continuous improvement and maintaining compliance with required standards.

2 Quality Governance improvement

- 2.1 The Licensee will take all reasonable steps to rectify the concerns which are set out in the Northampton site CQC inspection reports (dated 22 October 2025, 12 December

2025 and 13 March 2026) and associated Notices of Decision (CQC Reports and Notices), in such timescales as set by the CQC.

- 2.2 The Licensee will comply with any deadlines for action set by the CQC. By a date set by the CQC, the Licensee will submit the CQC requested quality improvement plan detailing the actions that the Licensee will take to ensure sustained compliance with paragraph 2.1.
- 2.3 The Licensee will provide a copy of its Safe Today Plan and associated CQC requested quality improvement plan to the Intensive Oversight and Assurance Group (IOAG) established by NHS England or successor group in accordance with any agreed timescales.
- 2.4 The Safe Today Plan will specifically cover but shall not be limited to:
 - 2.4.1 How each of the breaches set out in the CQC Reports and Notices will be addressed and the timescale for completion of that action.
 - 2.4.2 Actions that the Licensee will take to ensure robust governance processes in relation to timely identification and management of risk including processes for shared learning.
- 2.5 The Licensee will demonstrate it is able to deliver the reviewed and updated Safe Today Plan and meet the key milestones contained in that plan, including by demonstrating that it has sufficient executive capacity to deliver the plan.
- 2.6 The Licensee will demonstrate progress against the Safe Today Plan and the CQC requested quality improvement plan in line with the agreed timescales through the Licensee's internal governance arrangements and IOAG.
- 2.7 The Licensee will present a report on progress against the Safe Today Plan to the IOAG each month in accordance with the IOAG's TOR, unless NHS England have agreed an alternative arrangement in writing. Such status reports must provide details of which actions have been completed, and when, and what actions are outstanding together with details of expected completion dates for those actions.
- 2.8 The Licensee will ensure that it reviews and considers existing and/or future recommendations from external independent reviews or other investigations which touch upon the quality issues identified within these undertakings, and these will be considered for incorporation into the Safe Today Plan as required.
- 2.9 The Licensee will, as part of the Safe Today Plan, agree and implement a workforce and organisational development strategy to ensure sufficient numbers of suitably qualified, competent and experienced staff are available to enable safe patient care and meet all regulatory requirements.
- 2.10 The Licensee will, as part of the Safe Today Plan, ensure investigations into serious incidents follow the relevant frameworks and processes for the investigation of patient safety incidents, to ensure provisional learning is shared in a timely manner, in accordance with the timescales set out in that framework.
- 2.11 The Licensee will notify NHS England promptly of any serious incidents which occur and will keep NHS England informed in relation to the progress of their investigation and its findings.

- 2.12 The Licensee shall provide timely, accurate and comprehensive information to IOAG in accordance with IOAG's TOR, to enable effective oversight, review and assurance. This will support the monitoring of safe clinical practice, ensure alignment with regulatory expectations, and facilitate early identification and mitigation of any risks to patient safety and quality of care.
- 2.13 The Licensee shall work with NHS England throughout the transition period to ensure that patients, carers and families are kept appropriately informed through timely, accurate and coordinated communications, including in relation to any emerging or identified safety concerns.

3 General/Recovery Support Programme

- 3.1 Any notification which the Licensee has undertaken to provide regarding Recovery Support Programme requirements shall be sent by email to the NHS England Recovery Support Team Improvement Director.
- 3.2 The Licensee shall ensure full openness and transparency in relation to all quality and patient safety information and changes to clinical policies, providing timely access to the NHS England Recovery Support Team and ensuring that all escalations are promptly notified to the NHS England Recovery Support Improvement Director and the Midlands Director of Nursing.
- 3.3 The Licensee shall ensure that any findings requiring immediate attention are acted upon without delay, including the implementation of appropriate mitigations and improvement actions. The Licensee shall actively participate in daily safety oversight processes and provide all relevant data to the NHS England Recovery Support team to support a robust and dynamic risk management approach.

4 Management capacity

- 4.1 If deemed necessary by NHS England, the Licensee will appoint interim senior resource to support with organisational change throughout the transition period.
- 4.2 Pursuant to paragraph 4.1, the Licensee will agree the person specification of the senior resource with NHS England and keep NHS England informed of progress throughout the recruitment process by providing written updates at a cadence agreed with NHS England.
- 4.3 The Licensee will agree the start date and the duration of the appointment of the senior resource with NHS England.

5 Financial and operational resilience

- 5.1 The Licensee will work with NHS England via the Joint Operational Oversight Group (JOOG) to understand the financial and operational implications during the transition period and to escalate financial and operational challenges that create risk to continuity

of service. The JOOG will also be the forum by which compliance with non-quality related undertakings will be monitored.

- 5.2 On a minimum fortnightly basis as set by NHS England, the Licensee will provide a robust 13 week rolling cashflow forecast.
- 5.3 On a monthly basis as set by NHS England, the Licensee will provide written updates on the security of its debt and other secured creditors, its relationship with its lenders and secured creditors and any plans to refinance.
- 5.4 The Licensee will develop a Charity-wide plan (the Transition Plan) to ensure the continuity of safe, compassionate and effective services for the patients it continues to care for. The plan will cover both the transition period and the proposed future operating model for remaining clinical services. The Licensee will share the Transition Plan with NHS England, including assurances that the Transition Plan is underpinned by a robust clinical model and has consideration for organisational culture, available debt, cash and other key resources.

6 General

- 6.1 When developing and implementing the Safe Today Plan and Transition Plan referred to in these undertakings (the Plans) the Licensee will engage effectively with key stakeholders and will ensure their views are reflected appropriately in the Plans.
- 6.2 The Plans referred to in these undertakings shall be subject to the following sign-off procedure:
 - Approved by the Licensee at Board level;
 - Provided by the Licensee to NHS England with evidence of Licensee Board approval;
 - Consideration and comment by NHS England.
- 6.3 The Licensee will keep the Plans and their delivery under review. Where matters are identified which materially affect or may materially affect the Licensee's ability to meet the requirements of any of these undertakings, whether identified by the Licensee or another party, the Licensee will notify NHS England as soon as practicable and in any event within 5 working days of the date on which that non-compliance comes to their attention. The Licensee shall also update and resubmit the relevant Plans to NHS England within a timeframe set by NHS England and in accordance with the procedure set out at paragraph 6.2.
- 6.4 The Licensee will take all reasonable steps to deliver the Plans, in accordance with the timeframes set out in the Plans, unless otherwise agreed with NHS England. The Licensee will not further materially amend the Safe Today Plan without reporting to the IOAG as recorded in IOAG minutes. The Licensee will not materially amend the Transition Plan without reporting to the JOOG as recorded in JOOG minutes.
- 6.5 The Licensee will co-operate with NHS England. This shall include working with the IOAG to enable the IOAG to oversee and provide assurance to NHS England on the Licensee's progress in delivering the Safe Today Plan and other undertakings outlined in

paragraphs 1-3, and working with the JOOG to provide assurance on compliance with undertakings 4-5.

6.6 The Licensee will engage with any independent reviews in respect of its operation or performance commissioned whilst these undertakings continue in effect or already underway at the time these undertakings were agreed.

6.7 References to the IOAG and JOOG include any successor group(s).

7 Reporting

7.1 The Licensee will provide regular reports to NHS England on its progress in complying with the undertakings set out above and will attend meetings, or, if NHS England stipulates, conference calls, as required, to discuss its progress in meeting those undertakings. Assurance of compliance with undertakings 1-3 will be reported to the IOAG. Assurance of compliance with undertakings 4-5 will be reported to the JOOG. Both the IOAG and JOOG will monitor compliance with undertaking 1.4 regarding Executive appointments.

7.2 Upon request, the Licensee will provide NHS England with the evidence, reports or other information relied on by its Board in relation in assessing its progress in delivering these undertakings.

7.3 The Licensee will comply with any additional reporting or information requests made by NHS England.

The undertakings set out above are without prejudice to the requirement on the Licensee to ensure that it is compliant with all the conditions of its licence, including any additional licence condition imposed under the Act and those conditions relating to:

- (i) compliance with the healthcare standards binding on the Licensee; and
- (ii) compliance with all requirements concerning quality of care.

The undertakings set out above are without prejudice to the requirement on the Trustees of the Licensee to comply with their legal and statutory duties.

Any failure to comply with the above undertakings will render the Licensee liable to further formal action by NHS England. This could include the imposition of discretionary requirements under section 105 of the act in respect of the breach in respect of which the undertakings were given and/or revocation of the licence pursuant to section 89 of the act.

Where NHS England is satisfied that the Licensee has given inaccurate, misleading or incomplete information in relation to the undertakings: (i) NHS England may treat the Licensee as having failed to comply with the undertakings; and (ii) if NHS England decides so to treat the Licensee, NHS England must by notice revoke any compliance certificate given to the Licensee in respect of compliance with the relevant undertakings.

LICENSEE

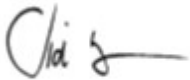
Signed (Chair of Licensee) Steve Gray

A handwritten signature in black ink, appearing to read 'S Gray', with a long horizontal flourish extending to the right.

8 May 2026

NHS ENGLAND

Signed (National Priority Programme Director for Mental Health, Learning Disability and Neurodevelopmental Conditions) Dr Nick Broughton FRCPsych

A handwritten signature in black ink, appearing to read 'Nick Broughton', with a horizontal flourish extending to the right.

8 May 2026