

**Item: 14**

**Title: Board governance and assurance updates**

<b>Gweithredu / Action required</b>	For approval
<b>Amseru / Timing</b>	Routine
<b>Argymhelliad / Recommendation</b>	<p>The Board is asked to:</p> <ul style="list-style-type: none"> <li>• note the review of compliance undertaken on our Standing Orders</li> <li>• consider the proposed updates to the Standing Financial Instructions, as supported by the Audit and Risk Assurance Committee</li> <li>• note for information the revised Scheme of Delegation (which is provided in the papers for information section of the Board agenda).</li> </ul>
<b>Risg / Risk</b>	<p>If Llais does not regularly review its Standing Orders, Standing Financial Instructions and Scheme of Delegation as part of its wider governance arrangements, it will risk operating without the most up to date position in terms of its roles and responsibilities and its agreed ways of working. This will risk Llais operating or making decisions that do not meet its required statutory requirements.</p>
<b>Cyllid / Finance</b>	<p>There are no direct financial aspects to this report. However, decision making related to the frameworks outlined could have financial and governance implications for the organisation if these arrangements are not in place and followed within Llais.</p>
<b>Amcan cynllun blynyddol / Annual plan objective Amcan cynllun strategol / Strategic plan objective</b>	<p>This work relates particularly to objective 5 – which is to grow and improve as an organisation and be a trusted organisation that is valued by everyone.</p> <p>Good governance arrangements are an important enabler for the successful operation</p>

	and delivery of all aspects of the work of Llais and therefore, achieving all key objectives.
<b>Ecwiti, Amrywiaeth a Chynhwysiant / Equity, Diversity &amp; Inclusion</b>	There are no direct implications for this report in this assessment area.
<b>Cyfathrebu / Communications</b>	Please tick one of the following boxes if this activity will have an impact on: <b>Internal:</b> our people <input checked="" type="checkbox"/> <b>External:</b> our customers/partners/stakeholders <input type="checkbox"/> <b>External:</b> our organisation's reputation <input checked="" type="checkbox"/>
<b>Cymeradwyaeth / Approval/Clearance</b>	Alyson Thomas, Chief Executive
<b>Trafodaethau/ Penderfyniadau Blaenorol / Previous discussions/decisions</b>	Llais has previously agreed Standing Orders, Standing Financial Instructions and has maintained an operational Scheme of Delegation.  These have been kept under review, and the range of governance documentation was subject to a complete review in 2024, to which the Audit and Risk Assurance Committee was a key contributor and which the Board approved.
<b>Awdur/ Cyflwyno / Author/presenting</b>	Richard Bevan, Corporate Director of Governance/Board Secretary and Katie Holliday, Director of Finance
<b>Dyddiad / Date</b>	09 March 2026
<b>Cefndir / Background</b>	
<b>Introduction: The importance of reviewing core governance documents</b>	
Standing Orders, Standing Financial Instructions, and the Scheme of Delegation form the cornerstones of our governance framework. They define how decisions are made, how financial resources are managed, and how accountability is maintained	

across the organisation. These documents are essential for ensuring that our operations are lawful, transparent, and aligned with best practice standards.

Regular reviews of these governance documents are critical for several reasons:

- **Compliance and assurance:** They must reflect current legislation, Welsh Government guidance, and Welsh public sector governance requirements.
- **Risk management:** Outdated or unclear provisions can lead to governance failures, financial irregularities, or reputational risk.
- **Organisational effectiveness:** As Llais evolves, our governance framework must adapt to support efficient decision-making, clear lines of responsibility and reflect any changes in the organisation's management structures.
- **Public confidence:** Robust and up-to-date governance arrangements underpin trust in our ability to act with integrity and accountability.

This review report seeks to provide the Board with assurance that these foundational documents remain fit for purpose and continue to safeguard our organisation's statutory duties and strategic objectives. The review work has been reported to the Audit and Risk Assurance Committee and any proposed changes in the attached documents have been supported by the committee and recommended to the Board for approval.

## **Manylion / Detail**

### **Standing Orders review**

Our Standing Orders were updated in 2024 and approved by the Board in July 2024. They technically do not need a formal review until July 2026. Nonetheless, a review has been undertaken by the Corporate Director of Governance and Board Secretary and discussed with the Chief Executive and Executive Team to test the organisation's current compliance with them.

In compliance terms, the organisation is doing very well in the main and exceeds some of the provisions. The following table provides an outline of those areas where the wording needs to be updated following changes in the last year, outlines areas where we currently exceed the provisions and highlights 1 area where we haven't taken forward a provision and the reason why.

In all other areas of the Standing Orders, it has been assessed that we are currently compliant.

<b>Standing Order provision</b>	<b>Position/update</b>
Page 5 - in definitions we talk of the Welsh Government Sponsorship Team.	With Welsh Government we have now changed the title of that meeting to Partnership Team meeting.
Page 6 – in definitions and throughout the document the title Board Secretary is used. This role has now changed to Corporate Director of Governance and Board Secretary	For the purposes of the Standing Orders, we propose to leave it as Board Secretary, as this is the role that relates to the principal governance adviser to the Board.
Page 14 - 5.2 - we exceed these provisions - we say we will provide Board meeting papers to members of the public on request.	However, we actively publish these at least 3 working days in advance on our web pages. This is indicative of our commitment to transparency and openness.
Page 14 - 6.1 - This provision relates to the CEO nominating someone to act as their deputy at Board meetings in their absence and that this person will have voting rights.	That provision should remain, but we also put in place temporary notes of delegation to cover planned absences and are taking action to introduce further certainty/clarity by designating a Deputy CEO in our structure.
Page 17 - 7.1 - We exceed in this area, as it says we will provide approved minutes by publishing them.	However, we already provide draft minutes in the public domain, as well as publishing minutes when approved. This again supports our openness and transparency commitments.
Page 18 - 8.4 - we need to add a reference to the new full name of the Workforce, Remuneration and Terms of Service Committee.	This will be added at the next full review.
Page 21 - 9.6 - Need to change the name of the committee to the	This will be added at the next full review.

Workforce, Remuneration and Terms of Service Committee	
Page 22 - Section 11. This section is entitled Senior Management Team	It is proposed that we change this to the Executive Team. We will also mention the wider senior leadership team – Tîm Arwain in the body of the text.
Page 25 - 13.3 - we exceed in this area, as we say we will place approved minutes and the action log on the web when approved.	However, we publish the draft minutes for transparency and openness purposes.
Page 30 20.3 - there is a provision where the non-executives including the chair can meet privately at least once a year without executives.	This has not happened to date. However, the provision can be utilised, if required.

The Board is asked to note this review and the progress made in compliance with our Standing Orders and support the amendment of our Standing Orders at their next full review in July 2026.

### **Standing Financial Instructions review**

Our Standing Financial Instructions were originally developed using the Social Care Wales Standing Financial Instructions as a template and adapted to reflect Llais' operational practices at the time. Over the past 2 years, the Standing Financial Instructions have been tested through use. They were updated in 2024 with involvement of the Audit and Risk Assurance committee. However, it has become clear that further amendments were required to strengthen resilience, improve clarity, and ensure full alignment with Managing Welsh Public Money and current governance expectations.

The key amendments proposed are summarised below.

### **Key Amendments**

<b>Paragraph reference</b>	<b>Update</b>
Throughout document	Responsibilities delegated from the Chief Executive have been more clearly defined

Throughout document	Job titles have been updated throughout to provide clarity on assigned responsibilities.
Throughout document	Removal of outdated practices for example removing the requirement for a signature log.
Section 9	Direct references to the legislative requirements within the Procurement Act 2023.
2.1	Clearer referencing of the primary governance frameworks and legislation.
7.5	Inclusion of a section on the carry-over of cash balances between drawdowns and at year-end.
7.7	In line with Central Budgeting Guidance, clarification on the requirement for appropriate budget cover when income is received from other bodies.
8.5	Revision of bank mandate arrangements so that all members of the Executive Team are included as approvers on the mandate and Bankline (Llais' banking portal), improving organisational resilience (previously limited to the Chief Executive, Strategic Director of Corporate Services and Operations, Director of Operations and Director of Finance).
8.9	Removal of references to cheque signatories as chequebooks are no longer in use.
8.10	Inclusion of confirmation that NHS Wales Shared Services Partnership has access to Llais' bank accounts to process payments for accounts payable and payroll.
9.3	Direct reference to Procurement Act 2023 provided to ensure alignment with the guidance provided within these Standing Financial Instructions.
9.4	Table updated to reflect proposed business practices and create efficiencies in procurement and requisition processes.
9.5	Recognition of taking a risk-based approach in procurement in that any procurement that is deemed to be high-risk, regardless of value, may be subject to a more stringent process than detailed within the Standing Financial Instructions.
9.11	Removal of the former requirement for sponsor division approval of capital projects over £20k, IT projects over £250k, and consultancy contracts over £50k. These requirements are not referenced within Llais' governance framework, nor do they align with practices.

9.14	Revision of the direct award process: previously no provision existed for direct awards above £30,000 or for associated reporting. The revised approach allows tenders above £30,000 to be considered by the Board for approval where a clear rationale is provided. Those below £30,000 can be approved by the Chief Executive.
9.20	Delegation of specified procurement sign-off responsibilities from the Chief Executive to the Corporate Director of People and Resources where insufficient quotations have been received.
9.22	Introduction of a formal sign-off process for contract extensions, consistent with direct awards.
9.23	Strengthened contract extension narrative to align with legislation.
9.25	Inclusion of capital expenditure requirements relating to lease recognition.
9.28	Updated procurement thresholds to align with the Procurement Act 2023.
10.1	Strengthened wording within the payment approval limits section to explicitly reference direct payments and the approval process.
12.1	Proposal to increase the capitalisation threshold to £5,000 (excluding VAT). It was previously £5,000 including VAT. The updated threshold aligns with Welsh Government thresholds.
12.3	Clarification that fixed assets are not grouped to meet the capitalisation threshold.
12.5	Requirement for asset verification checks to be undertaken twice per year rather than annually. Enables earlier identification of damage or loss.
15.0	Updated section to include expense payments to staff and Board
16.3	Losses to be reported to Ministers through the Annual Report rather than via individual correspondence.

The reviewed Standing Financial Instructions had been considered and supported by the Audit and Risk Assurance Committee. The Board is asked to approve the proposed changes and additions.

The Standing Financial Instructions are provided at Appendix 1.

**Reviewed Operational Scheme of Delegation [available in the ‘For information’ section of the agenda]:**

The operational Scheme of Delegation for Llais is owned by the Chief Executive. It should be read in conjunction with the Matters Reserved for Board Approval Framework approved by the Board in 2024, to understand the whole organisational arrangements. The Scheme of Delegation is the framework through which the Chief Executive further delegates the responsibility given by the Board to the Chief Executive. This makes sure nominated officers and groups within Llais can make the day-to-day decisions required within the organisation. It also supports Llais's commitment to subsidiarity so that decision making happens at the most appropriate level throughout the organisation.

Regularly reviewing the Scheme of Delegation for Llais is essential to ensure clarity, accountability, and effective governance across the organisation. As a framework it defines how strategic and operational decisions are managed. Regular review helps make sure that delegated powers/decision making remain appropriate, reflect current legislation and organisational priorities, and supports transparency in how decisions are taken.

Our review process looks to safeguard compliance, strengthens trust, and ensures that governance arrangements continue to enable Llais to deliver its duties and responsibilities efficiently and responsibly.

Changes have been necessary in recent weeks and months, following the departure of the Strategic Director of Corporate Services and Operations and the amendments and changes made to the senior management structure as a result. These were agreed by the Board in September 2025. The Chief Executive reviewed the Scheme of Delegation with the Corporate Director of Governance/Board Secretary, and the revised scheme of delegation has been considered and supported by the Executive Team.

The reviewed scheme of delegation is provided to the committee for information and awareness as part of the overall governance framework of Llais.

The scheme of delegation is a dynamic document and can be subject to regular change. Further changes will be required in coming months when the new Corporate Director of People and Resources takes up their role within the organisation.

The Board is asked to note this document for information.