

### Item: 10

#### Title: Reviewed and Updated Standing Orders

<b>Gweithredu / Action required</b>	For approval by the Board.
<b>Amseru / Timing</b>	24 July 2024
<b>Argymhelliad / Recommendation</b>	The Board is asked to approve the reviewed and updated Standing Orders for Llais.
<b>Risg / Risk</b>	If Llais does not regularly review its Standing Orders 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.
<b>Cyllid / Finance</b>	The are no direct financial implications of the approval of this report and the updated Standing Orders.
<b>Amcan Cynllun Corfforaethol / Corporate 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 will be important enablers for the successful operation and delivery for all aspects of the work of Llais and therefore, achieving all key objectives.</p>
<b>Ecwiti, Amrywiaeth a Chynhwysiant / Equity, Diversity &amp; Inclusion</b>	The are no direct implications for the equity, diversity and inclusion approaches and requirements of Llais.
<b>Cyfathrebu / Communications</b>	<p>Please tick one of the following boxes if this activity will have an impact on:</p> <p><b>Internal:</b> our people <input checked="" type="checkbox"/></p> <p><b>External:</b> our customers/partners/stakeholders <input checked="" type="checkbox"/></p> <p><b>External:</b> our organisation’s reputation <input checked="" type="checkbox"/></p>

<b>Cymeradwyaeth / Approval/Clearance</b>	Chief Executive
<b>Trafodaethau/ Penderfyniadau Blaenorol / Previous discussions/decisions</b>	Standing Orders were originally approved by the Llais Board as part of the establishment phase of the organisation. The reviewed Standing Orders have been previously discussed and supported by Tim Arwain at its meeting on the 5 <sup>th</sup> June 2024 and the Audit and Risk Assurance Committee on the 19 <sup>th</sup> June 2024.
<b>Awdur/ Cyflwyno / Author/presenting</b>	Richard Bevan, Interim Board Secretary
<b>Dyddiad / Date</b>	11 <sup>th</sup> July 2024
<b>Cefndir / Background</b>	
<p>Llais requires to have in place as part of its overall governance framework a set of standing orders, which are formal rules and arrangements that guide the operation of the Board, its committees and the decision making of the organisation.</p> <p>Standing Orders for the organisation were developed with advice from Welsh Government. The original standing orders were approved in October 2022 and have been updated several times including approval by the Board in April 2023.</p> <p>The Chair and Chief Executive commissioned Eversheds Sutherland to undertake an independent governance review in the first quarter of 2024. The outputs of this review were received at the end of March 2024.</p> <p>Richard Bevan, Interim Board Secretary was asked to undertake a governance review. A key element of the review has been to use the outputs of the independent review and existing good practice to update, where required, the governance framework for the organisation.</p> <p>An important element of that review work has been the updating of the standing orders for Llais, which was undertaken during late April and early May. An updated set of standing orders has been proposed and supported by Tîm Arwain and the Audit and Risk Assurance Committee.</p> <p>They key areas of change and additions are outlined below.</p>	

- Inclusion and clarification on the role of the Board Secretary
- Clarification on eligibility of Board Members to vote, if required
- Updating the provisions for a quorum and continuing to meet whilst inquorate.
- Addition of the provision of Chair's Action on urgent matters
- Addition of provisions for the use of an organisational seal, custody of the seal, sealing documents and signature of documents
- New link will be added to new terms of reference for committees, when agreed
- Updated provisions for resolving disputes between Board members and the role of Board Secretary
- Updated information regarding appraisals of members
- Training, development and induction.

## Manylion / Detail

The Board is asked to note the changes in detail as outlined above and approve the reviewed and updated Standing Orders.

When approved the new Standing Orders will form part of Llais's governance framework and will be published on Llais's web pages, as part of the organisation's commitment to openness and transparency.

Each year the Board Secretary will undertake a review of compliance with standing orders and report this to the Board via the Audit and Risk Assurance Committee. Any identified and reported breaches or non-compliance with Standing Orders will be discussed with the Audit and Risk Assurance Committee and the Board and remedial action taken and reported.

The reviewed and updated standing orders are attached to this report.