

Llais Cymru

SCHEDULE OF MATTERS RESERVED FOR THE BOARD

Version 3: July 2024

Schedule of matters reserved for the Board

Llais is a Welsh Government sponsored public body established to carry out the functions set out in the Health and Social Care (Quality and Engagement) (Wales) Act 2020.

This Schedule lists the matters that are reserved for decision-making by the Board of Llais. The Board sets the strategy, and provides scrutiny, oversight and governance across all the work of Llais. It holds the executive team and Tîm Arwain (the senior leadership team) to account on delivering the aims, objectives and priorities to meet the requirements set out in the Health and Social Care (Quality and Engagement) (Wales) Act 2020 and the organisation’s wider public duties.

More specifically, the matters reserved to the Board comprise the following areas of responsibility:

<p>1. Strategy and management</p>	<p>Checklist. Advice and processes.</p>
<p>1.1 Responsibility for the overall leadership of the organisation and setting the organisation’s values and standards in line with the Principles of Good Governance set out in the Welsh Government guidance titled ‘Managing Welsh Public Money.’</p>	<p>This is an ongoing responsibility of the Board. The Board will undertake a full annual review of its effectiveness and a mid-year review of progress.</p>
<p>1.2 Approval of the organisation’s strategic aims and objectives, (i.e. a three-year strategy and annual plan) including approving policy statements outlining the organisation’s plans to:</p> <ul style="list-style-type: none"> (a) promote awareness of its functions; and (b) seek the views of the public for the purposes of its general objective, to understand the views and experiences of 	<p>Annual review in Forward Schedule for Quarter 4 Board meeting</p>

<p>health and social care in Wales, and to ensure that feedback from communities is used by decision-makers to shape services.</p>	
<p>1.3 Oversight of the organisation's processes to:</p> <ul style="list-style-type: none"> (a) champion effective partnership working with Health and Social Care sectors; (b) ensure the views of the public are sought in whatever way the Board thinks appropriate, in respect of health services and social service; (c) keep the Welsh Government Ministers informed of all changes to the organisation and its activities, likely to impact the strategic direction of the organisation; and (d) ensure assistance is available for individuals making or intending to make a complaint that falls within the categorisation set out in legislation. 	<p>Board Assurance Framework, performance reports to Board and its committees.</p> <p>Reporting and meetings with Welsh Government.</p>
<p>1.3 Oversight of the organisation's operations ensuring:</p> <ul style="list-style-type: none"> (a) competent and prudent management; (b) sound planning; (c) maintenance of sound management and internal control systems; (d) adequate accounting and other records; and (e) compliance with statutory and regulatory obligations. 	<p>Board Assurance Framework, performance reports to Board and its committees.</p>

<p>1.4 Review of performance in the light of the organisation’s strategic aims, objectives, long-term business plans and budgets and ensuring that any necessary corrective action is taken.</p>	<p>This is an ongoing responsibility of the Board.</p> <p>Annual review in Forward Schedule for Quarter 4 Board meeting.</p>
<p>2. Delegation of authority and Organisation Structure</p>	
<p>2.1 The division of responsibilities between the Chair, the Chief Executive (Accounting Officer) and non-executive members, which should be clearly established, set out in writing and agreed by the Board.</p>	<p>Standing Orders, Committee Terms of Reference and Scheme of Delegation.</p>
<p>2.2 Approval of the delegated levels of authority, including the Chief Executive’s authority limits (which must be in writing). Approving any changes to the organisation’s management and control structure.</p>	<p>Scheme of Delegation, Authorisation Matrix and Standing Orders and Standing Financial Instructions.</p>
<p>2.3 Major changes to the organisation’s structure, including, but not limited to formation of committees, sub-committees, task and finish groups. Approving the terms of reference and approving any material changes thereto.</p>	<p>Standing Orders.</p>
<p>2.4 Receiving and discussing assurance reports and minutes from Board committees on their activities.</p>	<p>At each relevant in-public Board meeting.</p>
<p>2.5 Any changes proposed to the organisation’s status as a Welsh Government sponsored public body.</p>	<p>To be noted at in-public Board Meetings.</p>

<p>2.6 Consideration and determination of appropriate action to respond to any complaint made against the Chair, Chief Executive and/or Non Executive members, in line with organisational and Welsh Government policies.</p>	<p>To be advised by the Board Secretary and with advice from Welsh Government.</p>
<p>3. Revenue, capital and other income</p>	
<p>3.1 Oversight of decision-making relating to the organisation's management of funds received from the Welsh Ministers and ensuring compliance with statutory and administrative requirements and any other conditions attached in relation to use of public funds.</p>	<p>To be noted and agreed at in-public Board Meetings with advice and scrutiny from the Audit and Risk Assurance Committee.</p>
<p>3.2 Approvals of the annual operating and capital expenditure budgets and any material changes to them. Receiving regular reports on financial management.</p>	<p>To be noted and agreed at in-public Board Meetings with advice and scrutiny from the Audit and Risk Assurance Committee.</p>
<p>3.3 Overseeing processes for ensuring that expenditure against revenue and capital resource budgets is recorded and monitored in accordance with 'Managing Welsh Public Money.'</p>	<p>To be noted and agreed at in-public Board Meetings with advice and scrutiny from the Audit and Risk Assurance Committee and advice from the Accounting Officer.</p>
<p>3.4 Ensuring that any revenue and income generated from sources other than the public sector are consistent with the organisation's functions, its long-term business and operational plans and in accordance with the provisions of <i>Managing Welsh Public Money</i> and Framework Document.</p>	<p>To be noted and agreed at in-public Board Meetings with advice and scrutiny from the Audit and Risk Assurance Committee.</p> <p>Assurance also provided by the Accounting Officer.</p>

4. Financial reporting and controls	
4.1 Approval of the annual report and accounts, including the governance statement and directors' remuneration report, by 31 August following the previous financial year end.	To be noted and agreed at in-public Board Meetings with advice and scrutiny from the Audit and Risk Assurance Committee.
<p>4.2 Ensuing the following registers are maintained in support of preparing the accounts and meeting the disclosure requirements:</p> <ul style="list-style-type: none"> (a) Register of Declarations and potential conflicts of interest of Board members; (b) Gifts received and given; (c) Hospitality received and offered; (d) Losses and special payments as described in <i>Managing Welsh Public Money</i>. 	To be noted and agreed at in-public Board Meetings with advice and scrutiny from the Audit and Risk Assurance Committee.
4.3 Approval of any significant and appropriate changes in accounting policies and ensuring they are presented in a manner as set out in the Framework Document.	To be noted and agreed at in-public Board Meetings with advice and scrutiny from the Audit and Risk Assurance Committee.
4.4 Approval of material unbudgeted capital or operating expenditures (outside pre-determined tolerances).	To be noted and agreed if appropriate at in-public Board Meetings with advice and scrutiny from the Audit and Risk Assurance Committee.
4.5 Ensuring receipt of and regular review of financial information concerning management of the organisation.	To be noted and agreed at in-public Board Meetings with advice and scrutiny

	from the Audit and Risk Assurance Committee.
5. Operations	
5.1 In response to the formal statement outlining budgetary provisions made for the benefit of the organisation received from the Welsh Ministers, to approve the annual operational plan for the organisation and monitor progress against the objectives of the plan.	To be noted and agreed at in-public Board Meetings with advice the Accounting Officer and Executive Team
5.2 Ensure that the annual plan as referred to in clause 5.1 of this schedule: <ul style="list-style-type: none"> (a) reflects the principles of Well-being of Future Generations (Wales) Act 2015 (b) sets out how the five ways of working set out therein will be used; and (c) sets out how it will contribute to achieving the seven wellbeing goals. 	To be noted and agreed at in-public Board Meetings with advice the Chief Executive and Executive Team.
6. Performance	
6.1 Oversight of the organisation's operations ensuring: <ul style="list-style-type: none"> (a) competent and prudent management; (b) sound planning; (c) adequate accounting and other records; and (d) compliance with statutory and regulatory 	To be noted and agreed at in-public Board Meetings with advice the Chief Executive and Executive Team.

obligations	
6.2 Review of performance in the light of the organisation’s strategic aims, objectives, long-term business plans and budgets and ensuring that any necessary corrective action is taken.	To be noted and agreed at in-public Board Meetings with advice the Chief Executive and Executive Team. Advice and scrutiny of the Board’s committees.
6.3 The Chair of the Board is to meet the sponsoring Welsh Government Cabinet Secretary at least once per year to review and discuss progress against the organisation’s strategic objectives. Also, as required with the Cabinet Secretary for Health and Social Care to discuss health and social care matters. 6.4 The Chief Executive and agreed executive leads to regularly meet the Welsh Government partnership team to review and discuss progress against the organisation’s strategic objectives	Chair to report to Board. Chief Executive to report to the Chair and Board.
7. Internal controls	
7.1 Ensure maintenance of a sound system of internal control and risk management including: (a) Approving the organisation’s risk appetite statements; (b) Receiving reports on, and reviewing the effectiveness of, the organisation’s risk and control processes to support its strategy and objectives from the Audit and Risk Assurance Committee;	Board Assurance Framework. Board with advice from committees, especially the Audit and Risk Assurance Committee.

<p>(c) Approving procedures for the detection of fraud and the prevention of bribery, and other financial accounting policies;</p> <p>(d) Overseeing the maintenance of arrangements for internal and external audit services;</p> <p>(e) Receiving an annual assessment of the effectiveness of internal control processes; and</p> <p>(f) Approving an appropriate statement for inclusion in the annual report.</p>	
<p>7.2 Ensure appropriate processes exist to provide assurance that Llais meets all statutory obligations, including those relating to health and safety, employment, data protection, freedom of information, Future Generation Act, equality and diversity and Welsh Language Standards.</p>	<p>Board Assurance Framework.</p> <p>Board with advice from committees, especially the Workforce and OD Committee/Remuneration and Terms of Service Committee.</p>
<p>8. Contracts</p>	
<p>8.1 Approval of major capital and not-for-profit projects and oversight over execution and delivery.</p>	<p>Board with advice from the Chief Executive and Executive Team. Scrutiny for Audit and Risk Assurance Committee.</p>
<p>8.2 Contracts which are deemed material, strategically significant or by reason of size (for contracts valued between £25,001 and £125,000, approval is required from the Chief Executive. Contracts valued between £125,001 and the prevailing OJEU threshold require Board</p>	<p>Board with advice from the Chief Executive and Executive Team in line with the Scheme of Delegation and Standing Financial Instructions.</p>

approval). Contracts valued above the prevailing OEJU threshold must be referred to Welsh Government for approval.	Scrutiny for Audit and Risk Assurance Committee
8.3 Contracts which are 'material' strategically or by reason of size, entered into by the organisation in the ordinary course of business. Contracts of the organisation not in pursuit of its purpose and objectives.	Material value to be determined by the Scheme of Delegation and Standing Financial Instructions.
8.4 Ensuring that all contracts entered into, and investments made follow the relevant laws and regulations passed and guidance issued by the UK Government.	Board with advice from the Chief Executive and Executive Team. Scrutiny for Audit and Risk Assurance Committee.
9. Communication	
9.1 Ensuring a satisfactory dialogue with stakeholders, Welsh Government and Ministers and the general public based on the mutual understanding of objectives.	Board with advice from the Chief Executive and Executive Team.
9.2 Approval of resolutions, decisions of committees, sub-committees, teams, tasks and focus groups and corresponding documentation to be put forward to the necessary stakeholders, the Welsh Government and Ministers and the general public.	Board with advice and scrutiny from its committees. All decision to be made in public or subsequently reported in public through Board ratification.
9.3 Approval of media and communications strategy.	Board with advice from the Chief Executive and Executive Team.
9.4 Ensuring the Cabinet Secretary is informed in a timely manner about any concerns about Llais' activities, including activities which might affect	Board with advice from the Chief Executive and

the future level of resources required, and any policy or practice changes which may have wider financial implications.	Executive Team. Chief Executive to manage this process on a day to day basis and report to Chair and Board.
10. Remuneration	
10.1 Approval of the remuneration policy for the Chief Executive with reference to Welsh Government pay principles and ensuring notification to Welsh Government of any proposals for pay changes.	Board with advice and scrutiny of the Workforce and OD Committee/Terms of Service and Remuneration Committee.
10.2 Appointment and dismissal of the Chief Executive/Accounting Officer.	Chair in consultation with the Board and with advice/approval of Welsh Government, especially regarding Accounting Officer status.
10.3 Appointment and dismissal of the Board Secretary.	Chief Executive to consult with the Chair and Board to be informed.
10.4 Annual appraisal of non executive members and determination of re-appointment to a maximum of 8 years in total.	Chair with advice from the Board Secretary and liaison with an approval from the Public Appointments Unit of Welsh Government.
10.5 Determining the appointment and remuneration of any independent members appointed in line with Standing Orders, subject to	Board with advice and scrutiny of the Workforce, Remuneration and Terms

the remuneration policy.	of Service Committee. Also, guidance from Welsh Government Public Appointments Unit.
10.6 Review of decisions, plans and policies endorsed by the Workforce, Remuneration and Terms of Service Committee.	Board with advice and scrutiny of the Workforce, Remuneration and Terms of Service Committee.
10.7 Approve of the Volunteer Strategy.	Board with advice Chief Executive and the Executive Team.
11. Corporate governance matters	
11.1 In accordance with the Commissioner for Public Appointments' Governance Code (section 3.1) advise Welsh Ministers on the skills and experience appropriate to include as selection criteria for future Board appointments and for the approval of the Minister to appoint Chief Executive.	Chair of the Board with the support of the Board Secretary.
11.2 Undertake a formal and rigorous annual review of its own performance, that of its committees and individual directors, and the division of responsibilities.	The Board will undertake a full annual review of its effectiveness and a mid-year review of progress with the support of the Board Secretary.
11.3 Reviewing, at least every three years, the organisation's overall corporate governance arrangements.	Board will approve this with advice from the Audit and Risk Assurance Committee and the Board Secretary.

<p>11.3 Receiving reports on the views of the organisation's stakeholders and the Welsh Government.</p>	<p>Board with advice from the Executive Team and scrutiny from the Workforce, Remuneration and Terms of Service Committee.</p>
<p>11.4 Authorising conflicts of interest to the extent permissible in compliance with the other relevant governance documents of the organisation and any relevant law, regulations and guidance issued by the UK Government or Welsh Government from time to time.</p>	<p>Chair, Chief Executive with advice from the Board Secretary. Scrutiny provided by the Audit and Risk Assurance Committee.</p>
<p>12. Policies</p>	
<p>12.1 Approval of policies, strategies and plans including:</p> <p>Financial policy;</p> <p>Remuneration policy (including approval of any Voluntary Early Release Schemes and approval of any redundancies/redundancy policy in line with national agreements);</p> <p>Risk policy;</p> <p>Information Governance policies and publication scheme;</p> <p>Bribery prevention policy;</p> <p>Equity, diversity and inclusion policy and strategy;</p> <p>Whistleblowing policy in line with the Public Interest Disclosure Act;</p> <p>Safeguarding policy;</p> <p>Health and safety policies;</p>	<p>Board with advice from its committees and development via the Executive Team.</p>

<p>Net zero and decarbonisation policy</p> <p>Human resources policies and volunteer policies;</p> <p>Communications policy;</p> <p>Business Continuity Strategy and Plans.</p> <p>Estates and Location Strategy.</p>	
13. Other	
13.1 Prosecution, commencement, defence or settlement of litigation, or an alternative dispute resolution mechanism.	Chair and Chief Executive submission to Board with advice from the Board Secretary.
13.2 Approval of the overall levels of insurance for the organisation including indemnification for volunteers, public liability insurance and general commercial indemnity.	Chair and Chief Executive submission to Board with advice from the Strategic Director of Operations and Corporate Services.
13.3 Any decision likely to have a material impact on the organisation from any perspective, including, but not limited to, financial, operational, strategic or reputational.	Chair and Chief Executive submission to Board with advice from the Board Secretary.
13.4 This schedule of matters reserved for board decisions.	Board to review in line with three-year governance review timeline and approve changes, as required.
13.5 To be notified of the signing of pledges, compacts and covenants by the Chief Executive and/or Chair.	Chair and Chief Executive submission to Board with advice from the Board Secretary.

Matters which the board considers suitable for delegation are contained in the terms of reference of its committees and the organisation's wider Scheme of Delegation.

In addition, the board will receive reports and recommendations from time to time on any matter which it considers significant to the organisation and reserves the right to withdraw previous delegation at any time and return to a matter reserved for board decision only.