



Eich llais mewn iechyd | Your voice in health
a gofal cymdeithasol | and social care

Standing orders

24 July 2024

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1. Introduction

- 1.1. Llais¹ is a body corporate established under Part 4, section 12 of the Health and Social Care (Quality and Engagement) (Wales) Act 2020 (referred to in this document as the Act). Llais is referred to as the Citizen Voice Body within the Act and other legislation and statutory guidance.
- 1.2. For this document, where reference is made to specific areas of the Act or any other statutory documents, reference will be made to the organisation under its operational name of Llais Cymru or Llais.
- 1.3. Llais is not to be regarded as a servant or agent of the Crown or as enjoying any status, immunity or privilege of the Crown. Llais's general objective, in exercising its functions, is to represent the interests of the public in respect of health and social care services. Llais will carry out its functions independently, impartially and fairly.
- 1.4. The Llais Standing Orders, which are set out below, have been made by the Board. These Standing Orders shall, where applicable, be read and interpreted together with the organisation's statutory powers and functions. No Standing Order is to be made, read, applied or suspended in a way that contravenes any rule of law, legislative provision, or the terms of the Framework Document from Welsh Ministers and the relevant Welsh Government Partnership Team.
- 1.3 Where necessary, these Standing Orders can be altered, suspended or revoked, in whole or in part, to ensure the effective operation of the Board and the organisation. They remain in force unless and until they are altered, suspended or revoked.

¹ Llais is the operational name for the Citizen Voice Body for Health and Social Care, Wales

- 1.4 Proposals for any changes to these Standing Orders can be made by the Chair, the Chief Executive and/or any member(s) of the Board in line with the provisions of these Standing Orders and with advice from the Board Secretary. Any changes must be agreed by the majority (see paragraph 6.1 on quorum) of the Board members.
- 1.5 Where the Standing Orders do not make specific provision, the Chair, in consultation with the Chief Executive, can determine procedures for the conduct and proceedings of the Board. Advice and guidance should be sought from the Board Secretary before any decisions are made.
- 1.6 Failure to comply with Standing Orders is a disciplinary matter that could result in an individual's dismissal from employment or removal from the Board.
- 1.7 The meaning of certain words and phrases contained within these Standing Orders are set out in the interpretation section below.

Interpretation

'the Act'

means the Health and Social Care (Quality and Engagement) (Wales) Act 2020.

'Framework Document'

sets out the broad framework within which the Llais operates and its partnership with Welsh Ministers and the relevant Welsh Government Sponsorship Team.

‘Llais Functions’

means the functions Llais has been established to carry out.

‘the Board’

means the Chair and Board Members appointed under schedule 1, part 2 of the Act.

‘Board Member’

means a member of Llais appointed by Welsh Ministers under paragraph 2(1)(a),(b),(c),(d) or (e) (iii), Schedule 1, part 2 of the Act.

‘Board Secretary’

means the employee of Llais who is appointed to act as secretary to the Board as a custodian of good governance and an adviser to the Board.

‘Chair’

means a person appointed to hold the office of Chair by Welsh Ministers under Schedule 1, Part 2 () of the Act.

‘Deputy Chair’

means the Non Executive Member who is appointed as Deputy Chair under section Schedule 1, Part 2, Paragraph 2 (1) (b) of the Act.

‘Replacement Chair’

means the Non Executive Member who is appointed in accordance with paragraph 25 of these Standing Orders to chair all or part of a Board meeting where the Chair or Deputy Chair is absent or has declared a relevant conflict of interest in relation to any matter.

‘Chief Executive’

means the person appointed to hold the office of Chief Executive by the Non Executive Members of Llais, with the agreement of Welsh Ministers, under Schedule 1, Part 3, paragraph 9 (1) of the Act. The Chief Executive is the only executive member of the Board and is a full voting Member.

‘Non Executive Member’

means a Board Member of Llais other than the Chief Executive , these individuals are not employees of Llais.

‘Associate Member’

means a Board member who is appointed by Non Executive Members of the Board. This individual is a Llais employee who is also a member of a trade union recognised by Llais. However, the Associate Member is not a voting member of the Board.

‘ordinary resolution’

means a resolution that is passed by a simple majority of Board Members.

‘clear days’

means a period of notice excluding the day on which the notice is given and the day for which it is given or on which it is to take effect; these are calendar days

‘quorum’

means the minimum number of eligible voting members that must attend the meeting in order for decisions made to be valid. This also applies to decisions required to be taken outside formal Board meetings.

Please see the Urgent Chair's Action Section provision and the provision for decisions to be taken via email.

'the Accounting Officer'

the Llais Chief Executive Officer is Llais's Accounting Officer as specified in Schedule 1, Part 6, Paragraph 19 of the Act.

'the Principal Accounting Officer'

the Principal Accounting Officer for Welsh Ministers is the Permanent Secretary to the Welsh Government.

'the Additional Accounting Officer'

the Additional Accounting Officer is a Welsh Government senior official who has been delegated responsibility by the Principal Accounting Officer.

2. Llais functions

- 2.1 Llais was established under Part 4, sections 12, of the Health and Social Care (Quality and Engagement) (Wales) Act 2020 (the "**Act**"). As a public body, its role is to fulfil its responsibilities set within the context of the Welsh Government's strategic aims. Its main purpose and general objectives stated within Section 13, 14, 15 and 16 of the Act.
- 2.2 Its general objective is to represent the interests of the public in respect of health and social care services (Section 13(1) of the Act). For the purpose of achieving that objective, Llais must seek the views of the public, in whatever way it thinks appropriate. Llais must have regard to ensuring, where appropriate, face-to-face engagement between its staff, or any other persons

acting on its behalf, and any individuals from whom views are being sought (Sections 13(2) and (3) of the Act).

2.3 The functions of Llais are set out in Part 4 of the Act. Reference should be made to the Act for the full provisions. A brief summary is provided below:

2.3.1 Section 14 – Llais must take steps to promote public awareness of its general objectives and its functions. It must prepare and publish a statement setting out how it proposes to promote awareness of its functions and seek the views of the public for the purpose of its general objective.

2.3.2 Section 15 – Llais may make representations to a local authority or NHS body about anything it considers relevant to the provision of a health service or the provision of social care services, and

2.3.3 Section 16 – Llais may provide assistance (by way of representation or otherwise) to any individual making or intending to make a complaint relating to the provision of health or social care services in accordance with subsections 16(2)-(9).

3. Membership

- 3.1 The Board consists of the Chair, a Deputy Chair, at least 6 but not more than 8 other persons appointed by Welsh ministers, the Chief Executive and an Associate Member.
- 3.2 Non Executive Members are appointed to the Board in their individual capacity, and they do not hold office as representatives of any personal or professional group or any professional or corporate body.
- 3.3 The Chief Executive is the only Executive Member of the Board and a full voting member
- 3.4 The Associate Member of the Board is appointed as a representative of a trade union recognised by Llais and does not have a vote in Board decision making

4. Purpose of the Board

- 4.1 The prime purpose of the Board will be to provide leadership, oversight and direction to Llais in planning, development and delivery of its functions. The Board will carry out the appropriate governance and assurance of Llais. It will hold the Chief Executive to account for the performance and development of the organisation.

4.2 The Board's role is to:

- provide effective and visible leadership to Llais, defining and developing strategic direction, setting aspirational objectives and ensuring a healthy culture that promotes equality, diversity and inclusivity is embedded and maintained;
- ensure Llais activities are conducted efficiently and effectively, within the limits of its delegated authority and in line with its statutory duties and functions;
- promote high standards of public finance management, upholding the principles of regularity, propriety and value for money;
- monitor performance to ensure Llais fully meets its aims, objectives and performance targets;
- establish a framework of prudent and effective controls, which enables risk to be assessed and managed ensuring that staff policies and practices are consistent with Llais values; and
- promote the Nolan principles of public life: selflessness, integrity, objectivity, accountability, openness, honesty and leadership.

4.3 In particular, the Board is responsible for:

- establishing and upholding Llais's governance and accountability framework, including values and standards of behaviour;
- establishing and taking forward the strategic aims and objectives of Llais in a way that is consistent with its overall purpose and that is within the policy framework;
- agreeing a periodic Corporate Plan and subsequent Annual Plans;
- demonstrating high standards of corporate governance at all times and ensuring compliance with any statutory or administrative requirements in respect of the use of public funds; through ensuring that it receives and

reviews regularly, financial information concerning the management of Llais; addressing risks and issues and ensuring their timely resolution;

- collectively providing support, advice and guidance to the Chief Executive and holding the Chief Executive to account for the performance and development of the organisation; and supporting the Accounting Officer to uphold the four accounting officer standards of regularity, propriety, value for money and feasibility;
- promoting equity diversity and inclusivity, ensuring Llais's services are accessible to our people and the people of Wales and that where possible, reasonable adjustments are made; and ensure that Llais has an understanding of the role that cultural and religious beliefs play in health and social care and peoples' experiences of the services; and
- acting as ambassadors for the organisation.

4.4 The Board will keep the appropriate Cabinet Secretary (Minister) informed of any changes likely to impact the strategic direction or attainability of Llais's functions.

4.5 The Chair should ensure a review of the effectiveness of the Board and its committees is carried out annually, with independent input at least once every 3 years.

4.6 As a minimum, the Board will review these Standing Orders every 2 years.

5. Arranging Board meetings

- 5.1 The Board will hold a minimum of 4 formal Board meetings a year. Additional meetings may be scheduled where necessary.
- 5.2 In addition to this the Board may hold informal meetings in the months between its formal meetings. It will also meet twice annually, once to discuss its effectiveness and again to discuss strategy.
- 5.3 A meeting may be called by the Chair; the Chief Executive; or by any 2 Non Executive Members following notice to the Chair and Board Secretary.
- 5.4 Subject to paragraph 5.5, no less than 14 clear days' notice of a meeting will be provided to Board Members and the Chair.
- 5.5 A meeting may be called with less than 14 clear days' notice under exceptional circumstances. A meeting called with less than 14 clear days' notice will need the agreement of the Chair or the Chief Executive.
- 5.6 Notice of a meeting shall be communicated in writing. Notice will include details of the meeting and of the business to be conducted at the meeting.
- 5.7 Failure of a Board member or the Chair to receive notice of a meeting will not invalidate that meeting or any business conducted at it.
- 5.8 No period longer than 3 months should elapse between formal Board meetings.
- 5.9 Formal Board meetings will take place at any convenient location that is suitable to hold a public session and may include virtual attendance.

Meetings will be held across Wales. As a minimum, the location will be publicised at least 2 weeks before the meeting. Where meetings are called under exceptional circumstances Llais will publicise the location as soon as reasonably possible.

- 5.10 Any employee of Llais or any other person may be invited to attend all or part of a Board meeting. Any confidential information (as referred to in paragraph 7.1) must not be shared with any person from outside Llais who attends a meeting.
- 5.11 The Board may exclude the press and public from all or part of a meeting under certain circumstances (see para 7.1). The Board can also schedule regular closed sessions to discuss any confidential matters. Non Executive Members, the Chief Executive, the Associate Member and the Board Secretary will attend these closed sessions.
- 5.12 The meeting agenda will be published on the Llais webpages 3 working days before the meeting in public takes place. The Board meeting papers will be available to the public upon request.

6. Procedure at meetings

- 6.1 The quorum for a meeting of the Board will be 50% of Board Members, (rounded up if required) plus one. The Chair of the meeting is included in this number. This must also include the Chief Executive. If the Chief Executive is unable to attend, they must nominate a member of the senior management team to deputise. The Chief Executive can delegate authority to the individual to cast a vote on their behalf and therefore the nominated deputy will count for the purposes of a quorum.

- 6.2 The 'Associate Member' is not eligible to vote in any proceedings of the Board (schedule 1, para 7(1) of the Act) so would not be considered as part of the quorum for the Board meetings.
- 6.3 A quorum of members must be present throughout each Board meeting. If after a count of numbers, the meeting is not quorate the Chair will stop the meeting. However, the Board Meeting will be enabled to continue, but any required decisions or recommendations will be noted and ratified at the next meeting of the Board or via other provisions within these standing orders if urgent approval is required. If required, an extraordinary meeting of the Board could also be organised.
- 6.4 In the absence of the Chair at any meeting, the Deputy Chair shall be the replacement chair for that meeting. In the absence of both the Chair and the Deputy Chair, those Non Executive Members present will appoint a Non Executive Member as Replacement Chair for that meeting with the advice of the Board Secretary. The Chief Executive, Associate Member or any individual deputising for the Chief Executive cannot be chosen as a replacement chair.
- 6.5 Where decisions are being made by the Board, the Board will seek to make them by ordinary resolution. In the case of equal votes, the Chair or the replacement chair, will have a second or casting vote.
- 6.6 The Board will take collective responsibility for any decision it takes and will seek to achieve unanimity in decisions. Where Board Members have concerns that cannot be resolved in relation to a particular matter or a proposed action, they should ensure that these concerns are recorded.

- 6.7 Participation will be in person, with an option to join remotely. Members can join by telephone, video or web conferencing facility. Individuals invited to attend the meeting may also join the meeting remotely.
- 6.8 Any Board member who leaves a meeting part way through will be regarded as non-participating for any decision taken by the Board during that person's absence. All attendances and absences by the Chair or by Board Members for all or part of a Board meeting will be recorded in the minutes of the meeting.
- 6.9 Any resolution that isn't passed by the Board during a meeting may instead be passed by written resolution outside a meeting. A response received by email will be effective. Any resolutions will be recorded at the subsequent Board meeting in public for the purpose of the minutes.
- 6.10 Written resolution will be passed when it has been authorised by the Board Members entitled to vote and has met the quorum requirements set out in paragraph 6.1. If a simple majority vote cannot be reached, the Chair of the meeting (i.e. Chair of Llais, Deputy Chair or replacement chair) will have a second or casting vote.
- 6.11 **Chair's action on urgent matters** - There may, occasionally, be circumstances where urgent decisions which would normally be made by the Board need to be taken between scheduled meetings, and it is not practicable to call a meeting of the Board.
- 6.12 In these circumstances, the Chair and the Chief Executive, supported by the Board Secretary as appropriate, may deal with the matter on behalf of the Board - after first consulting with at least 3 other Non Executive Members.

6.13 The Board Secretary must ensure that any such action is formally recorded and reported to the next meeting of the Board for consideration and ratification. Chair's action may not be taken where either the Chair or the Chief Executive has a personal or business interest in an urgent matter requiring decision.

6.14 In this circumstance, the Deputy Chair or the nominated Director acting on behalf of the Chief Executive will take a decision on the urgent matter, as appropriate, following the above procedure with the advice of the Board Secretary.

7. Minutes of meetings

7.1 Minutes of Board meetings will be published on the Llais website after they have been formally agreed at the subsequent Board meeting. Any confidential information will be redacted from the minutes. Examples of confidential information may include:

- information the disclosure of which is prohibited or restricted by a provision of any enactment;
- information that is otherwise subject to a duty of confidentiality;
- information which is subject to legal professional privilege;
- market-sensitive information;
- information the publication of which could hinder the performance of the functions of Llais; and
- information about individuals such as employees of Llais.

8. Reserved decisions and internal delegations

8.1 A number of decisions are reserved for the Board. These are:

- a) Commitments to the people of Wales;
- b) Strategic direction, approval of corporate and business plans and budgets;
- c) Standing Orders and Standing Financial Instructions;
- d) Schedule of Internal Delegation;
- e) the establishment of terms of reference and reporting arrangements for all Committees acting on behalf of the Board;
- f) corporate financial, audit and risk reporting arrangements;
- g) annual statement of accounts;
- h) corporate performance management reporting arrangements;
- i) delegation of any of its functions to any person prescribed by regulations made by the Welsh Ministers and any directions given subsequently;
- j) other decision areas reserved under internal delegations: approval of operational policy decisions not covered by delegations to the Chief Executive; write-offs above delegated limits; and approval of high and medium risk projects.

8.2 Non Executive Member reserved decisions include:

- a) Appointment of Chief Executive
- b) Appointment of Associate Member of the Board.

8.3 Internal Delegation arrangements from the Board can be found within the Schedule of Internal Delegation [here](#).

8.4 In respect to the Board's reserved functions or the functions it has authorised committees or sub-committees to exercise, the Board may authorise any Llais

Board Member, Independent Member appointed to the Audit and Risk Assurance Committee or Llais staff member to perform anything authorised or required to be done by Llais, subject to certain restrictions.

- 8.5 Custody of seal, sealing and signature of documents** - The common seal of Llais shall be kept in a secure place by the Board Secretary of Llais. The Board Secretary will advise on the appropriate use of the organisation's common seal and will arrange the sealing of documents, as required.
- 8.6 The common seal of Llais will be primarily used to seal legal documents such as transfers of land, lease agreements and other important/key contracts. The seal may only be fixed to a document if the Board has determined it shall be sealed, or if a transaction or activity to which the document relates has been approved by the Board during its decision making and agreed strategic objectives.
- 8.7 Where the Llais Board decides or a supplier or contractor requires that a document shall be sealed, the authorised person requesting or recommending the sealing of a document shall make sure appropriate checks are made and the documents are correct with the required legal advice and the advice of the Board Secretary.
- 8.8 The common seal shall be affixed under the management of the Board Secretary through a process called a Sealing Panel. 2 authorised signatories will be required to enable a seal to be affixed and witness its affixing. The signatories must be different to the senior authorised person recommending/requesting the sealing.
- 8.9 The only authorised signatories for witnessing the affixing of a seal will be:

- The Chair of Llais or nominated deputy (who must be a non-executive director).
- The Chief Executive of Llais or a nominated deputy.

Both authorised signatures are required to enable the use of the common seal.

- 8.10 The Board Secretary shall ensure that a register is maintained in which they, or another manager authorised by them, shall enter a record of the sealing of every document, which will include the signatures of the authorised signatories/witnesses.
- 8.11 Each entry in the register must be signed by the persons who approved and authorised the document and who witnessed the affixing of the seal. A report of all sealings shall be presented to the Board at least bi-annually at an in-public Board Meeting.
- 8.12 **Signature of documents** - Where a signature is required for any document connected with legal proceedings involving Llais in addition to the affixing of the seal, it shall be signed by the Chief Executive in line with Llais's scheme of delegation and its authorisation matrix, except where the Board has authorised another person or has been otherwise directed to allow or require another person to provide a signature.
- 8.13 The Chief Executive or nominated officers may be authorised by the Board to sign on behalf of Llais any agreement or other document subject to prior approval by the Board and in line with Llais's scheme of delegation.

9. Committees, sub-committees and Ad-hoc groups and delegations

- 9.1 The Board may establish committees, sub-committees and ad hoc groups. The Board must make rules to regulate the procedure of its committees and sub-committees (including membership, composition and quorum).
- 9.2 The Board may authorise any committee or sub-committee to perform anything authorised or required to be done by Llais, subject to any restrictions. The Board shall receive regular reports from committees or sub-committees at each of its formal Board meetings.
- 9.3 The members of a committee or sub-committee may include members who are not Board members. No staff member of Llais shall be a member of a committee. A sub-committee may include persons who are not members of the committee which established it.
- 9.4 The Board may appoint up to 2 independent members from outside of the organisation to a committee, provided they have the relevant professional expertise or experience. These individuals can be appointed as committee members.
- 9.5 There shall be an Audit and Risk Assurance Committee (ARAC) established by the Board. Membership of the Audit and Risk Assurance Committee and its terms of reference can be found [here](#).
- 9.6 There shall be a Remuneration and Terms of Service Committee established by the Board. Membership of the Remuneration and Terms of Service Committee can be found [here](#).

9.7 The Board may also establish ad-hoc groups, as required.

Recommendations and/or reports from ad-hoc groups will be referred to the Board or to the appropriate committee for consideration or decision.

9.8 The Board may appoint persons who are not members of staff to attend and participate in the work of the committees, although they will not be entitled to vote.

9.9 Committees will be required to undertake a review of their effectiveness on an annual basis and produce a report for consideration by the Board.

10. Obligations of committee members

10.1 Llais Non Executive Members must, in carrying out their respective responsibilities, comply with the general Code of Conduct for Board Members of Public Bodies². Individuals appointed as independent members to committees must, in carrying out their respective responsibilities, have regard to the Seven Principles of Public Life:- selflessness, integrity, objectivity, accountability, openness, honesty and leadership; and act at all times in the best interests of Llais and the people of Wales.

11. Senior Management Team

11.1 The Chief Executive is responsible for establishing the senior management team. The Chief Executive will determine its membership and terms of reference through consultation with senior managers. Any required subgroup of the Senior Management Team may also be established, and their terms of

² [Code of Conduct for Board Members of Public Bodies June 2019 - GOV.UK \(www.gov.uk\)](https://www.gov.uk/government/uploads/system/uploads/attachment_data/file/404222/code-of-conduct-for-board-members-of-public-bodies-june-2019.pdf)

reference and membership will also be determined by the Chief Executive in consultation with the Senior Management Team.

12. Conflicts of interest

- 12.1 The Chair and Board Members shall be subject to the procedures and guidelines for dealing with conflicts of interest set out in the Llais declarations of interest policy, standards of behaviour policy and their terms of appointment.
- 12.2 The Board members declaration of interest log will be circulated as part of the package of papers for each Board meeting. This will provide regular assurance that the Board members declared interests are up to date and accurate.
- 12.3 It is the responsibility of individual Board members to alert the Chair and Board Secretary of any potential conflict of interest or a potential for perceived conflict of interest with any aspect of Board business.
- 12.4 Where a potential conflict of interest or a potential for perceived conflict of interest is identified in relation to items for discussion at an upcoming Board meeting, Board members should seek advice from the Chair, and the Board Secretary as soon as reasonably possible. Advice will then be provided as to whether or not there is a conflict.
- 12.5 If there is potential for a conflict of interest or a perceived conflict of interest, that interest should be declared at the beginning of the meeting. In instances where the Board member has been unable to notify the Chair and Board Secretary ahead of the meeting, they should declare the matter as soon as possible at the beginning on the meeting.

- 12.6 All declarations of interest made at a meeting must be recorded in the Board minutes and declaration of interest log held by the Board Secretary.
- 12.7 Once notified of a conflict of interest, the Chair will decide whether or not the Board member will remove themselves from the meeting specifically for any discussions or decisions related to that conflict.
- 12.8 If the member is allowed to stay in the meeting, the Chair must determine whether or not the member can contribute to the discussion and play any part in any decision. The decision by the Chair and a member's absence from discussions must be recorded within the minute and the declaration of interest log held by the Board Secretary.
- 12.9 Where the Chair is the individual declaring an interest, any decision on the action to be taken will be made by the Deputy Chair, or in the absence of the Deputy Chair, a replacement chair.
- 12.10 In all cases the decision of the Chair (or the Deputy Chair/replacement chair in the case of an interest declared by the Chair) is binding on all Board members. The Chair should take advice from the Board Secretary when determining the action to take in response to declared interests; taking care to ensure their exercise of judgement is consistently applied.

13. Transparency

- 13.1 Llais is subject to the provisions of the Public Bodies (Admission to Meetings) Act 1960³ which provides for the admission of representatives of the press and other members of the public to the meetings of certain bodies exercising public functions.
- 13.2 The Public Bodies (Admission to Meetings) Act 1960 includes a provision for the Board to exclude the press and public from a meeting whenever publicity would be prejudicial to the public interest by reason of the confidential nature of the business to be transacted or for other special reasons stated in the resolution and arising from the nature of that business or of the proceedings.
- 13.3 The full minute of public Board meetings, including decisions taken, will be made available to the public on the Llais webpages after the minute has been formally agreed at the subsequent Board meeting.

14. Confidentiality and safe custody of documents

- 14.1 The Chair and Board Members shall be subject to a general duty of confidentiality in relation to the conduct of the affairs of Llais and information they obtain in the course of their work for the organisation. This duty includes complying with relevant statutory restrictions on disclosure and maintaining confidentiality of information where it is subject to legal professional privilege.
- 14.2 This duty is personal and shall be without prejudice to the commitment of the Board and Llais as a whole to transparency and compliance with the Freedom of Information Act and data protection legislation.

³ [Public Bodies \(Admission to Meetings\) Act 1960 \(legislation.gov.uk\)](https://www.legislation.gov.uk/ukpga/1960/11)

- 14.3 Board members, advisers and attendees will be held personally responsible for the safe custody of any papers, documents or devices which may be issued or entrusted to them in the course of their duties to the Board.
- 14.4 The loss of any such documents or devices must be reported immediately to the Chief Executive and the Data Protection Officer and, in the absence of either, the Board Secretary.

15. Concerns about propriety

- 15.1 Board members should raise any concerns that they have about the propriety of the Board, any Board Member or the Chief Executive confidentially with the Chair.
- 15.2 Board members should raise any concerns that they have about the propriety of the Chair with the Chief Executive who will be responsible for ensuring the Llais partnership team within Welsh Government is notified.

16. Resolving and recording concerns or disputes between Board Members

- 16.1 Where concerns about propriety or other significant issues or disputes arise between Board Members which affect the stability of the Board, the issue should be raised with the Chair, who should respond with advice from the Chief Executive and Board Secretary.

- 16.2 If the issue involves the Chair, it should be raised with the Deputy Chair who should respond with advice from the Chief Executive and Board Secretary. If the issues involves both the Chair and Deputy Chair it should be raised with the Chief Executive and Board Secretary who should inform, as appropriate, the Llais partnership team in Welsh Government.
- 16.3 That person with whom the issue is raised (i.e., Chair, Deputy Chair or Chief Executive) will investigate (with assistance, if required, from the Board Secretary) and facilitate the resolution of the issue.
- 16.4 This process will be carried out in consultation with other board members unless, exceptionally, it would be inappropriate to do so. A record of the nature of the issue and the steps taken to resolve it should be recorded by the Board Secretary on a strictly confidential basis.
- 16.5 Where all reasonable channels have been exhausted and the resolution process is unsuccessful, the issue should be raised (by the person who has conducted the investigation) with the Llais partnership team within Welsh Government.
- 16.6 Details of any dispute or issue, together with the steps taken to resolve it, will be included in the report sent to Welsh Government as part of the annual appraisal process in respect of the Chair, Chief Executive, Non Executive Members and Associate Member (see paragraphs 17.2, 18.4, 20.4, 21.4).

17.The Chair

- 17.1 The Chair's role and responsibilities are set out in their appointment letter and terms and conditions; the relevant legislation; the Llais Framework Document with Welsh Government; and these Standing Orders.

17.2 The Chair's performance will be formally assessed on an annual basis. This will be supported by the Board Secretary in partnership with the sponsorship team within Welsh Government and will involve contributions from the Board members.

17.3 A report will then be shared with the responsible Welsh Minister for consideration. The Board Secretary will ensure all board members have an opportunity to confidentially feed into the performance appraisal.

18. The Chief Executive

18.1 The Chief Executive's role and responsibilities are set out in their appointment letter; the relevant legislation; the Llais Framework Document with Welsh Government; and these Standing Orders.

18.2 The roles of Chair and Chief Executive are distinct. The focus of the Chair's role is, in general terms, providing effective leadership at Board level, and leading the Board in determining the strategic direction for Llais.

18.3 By contrast, the focus of the Chief Executive's role is, in general terms, leading Llais, as a whole organisation, in implementing the Board's strategy and discharging the function of the Llais Accounting Officer (as designated by the responsible Additional Accounting Officer, Principal Accounting Officer and HM Treasury).

18.4 The Chair and Chief Executive will discuss all major issues and emerging policies through frequent (and normally informal) meetings and will specifically discuss any contentious matters or those likely to set significant precedent.

18.5 The Chair, with input from the non-executives, will review the Chief Executive's performance on an annual basis. This will include a mid-year review point.

19. Accounting Officer

19.1 The Chief Executive is the Accounting Officer for Llais as set out in schedule 1 para 19 (01) of the Act. The responsibilities of the Accounting Officer, as set out in the Act are as follows:

- a) responsibilities in relation to the signing of accounts;
- b) responsibilities for the propriety and regularity of the Body's finances;
- c) responsibilities for the economy, efficiency and effectiveness with which the Body uses its resources;
- d) responsibilities owed to the Welsh Ministers, the Senedd or its Public Accounts and Public Administration Committee.

19.2 The Accounting Officer is accountable for Llais's finances to the responsible Additional Accounting Officer and Principal Accounting Officer for Welsh Government.

19.3 The Board must ensure that they are fully aware of, and have due regard to, the responsibilities and statutory duties placed upon the Chief Executive as the Accounting Officer; these set out in full in an Accounting Officer Memorandum.

20. Non Executive Members

- 20.1 The responsibilities of Non Executive Members are set out in their appointment letters and terms of appointment.
- 20.2 In consultation with the Chair, Non Executive Members may take the lead on some of the Board's activities, for example performing the role of Chair of committees such as Audit and Risk Assurance Committee.
- 20.3 Non Executive Members should meet by themselves at least once a year without the Executive member of the Board present (Chief Executive).
- 20.4 An appraisal of the performance of the non-executive members will be conducted annually with a mid-year review point, this will be carried out by the Chair and a high-level summary of the reviews will be shared with the partnership team within Welsh Government.
- 20.5 Performance reviews of individual board members should include a conclusion on whether or not the individual continues to contribute effectively and demonstrate commitment to the role. This should include details on commitment of time for Board and committee meetings and other duties.

21. Associate Member

- 21.1 The Non Executive Members must invite each of the trade unions recognised by Llais to nominate an eligible candidate for appointment as the Llais Associate Member.
- 21.2 The Non Executive Members of the Board must appoint a person, from among the eligible candidates nominated. The process will be run by the Board Secretary.

21.3 An Associate Member of Llais is not eligible to vote in any proceedings of the Board. The terms of this individual will be specified by Non Executive Members within the Associate Member terms of appointment.

21.4 The performance of the Associate Member in relation to their role as a Board member will be carried out by the Chair. This will be conducted separately to the individual's performance review as a member of staff.

22. Board Secretary

21.1 The Board Secretary is the principal governance adviser to the Chair, Chief Executive and the Board and is the custodian of good governance for Llais. The Board Secretary will also ensure that appropriate secretariat arrangements are provided for the Board and its committees.

21.2 The Board Secretary will ensure that Llais and the Board comply with these Standing Orders and will also ensure that information is provided to Board members and attendees for Board and Committee meetings in a timely manner.

21.3 This includes the electronic issue of Board meeting papers, normally at least 5 working days in advance of meetings to Board Members and for publication on Llais's web pages at least 3 working days in advance of meetings for the public

21.4 As a minimum, the Board Secretary will facilitate and provide:

- a Board forward work programme, which will set out a programme of meetings for the coming year and items for discussion at future board meetings and business to be transacted;

- minutes of meetings;
- a register and log of Board Members' interests and declarations
- facilitate the appointments of Board Members in association with Welsh Government and any associate members of the Board and its committees and organise all relevant induction of new members.
- To organise in conjunction with the Chair and Chief Executive the training and development programme for the Board to ensure that members are enabled to discharge their roles appropriately and are compliant with statutory and mandatory training requirements.
- advice on agreed Standing Orders and other organisational governance and assurance documents as required by Standing Orders, its legal responsibilities and the provisions of the Framework document agreed with Welsh Government

21.5 The Board Secretary will communicate decisions and actions from Board meetings to the Board and Llais's people in line with these Standing Orders and agreed Llais operating standards