

 GIG CYMRU NHS WALES	Iechyd Cyhoeddus Cymru Public Health Wales	Name of Meeting Audit and Corporate Governance Committee Date of Meeting 24 September 2026 Agenda item: 5.3
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Annual Review of the Public Health Wales Standing Orders and Reservations and Delegations of Powers and Committee Terms of Reference

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Approval/Scrutiny route:	- BET – 19 August 2026 - ACGC on 3 September 2026 for Recommendation to the Board - Board for Adoption on 24 September 2026 - Terms of reference were reviewed by the Committees at the end of 2025/26
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Purpose

To present to the Board a reviewed set of Standing Orders Reservations, Standing Financial Instructions and Delegations of Powers and the Committee Terms of Reference.

Recommendation:

APPROVE ☒	CONSIDER ☒	RECOMMEND ☐	ADOPT ☐	ASSURANCE ☐
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Board is asked to

- **Consider** and **approve** the proposed revisions to :
 - Standing Orders and Reservations and Delegations of Powers
 - Standing Financial Instructions and Reservations and Delegations of Powers.
 - Committee Terms of Reference (effective from 1 October 2026)
- **Delegate** authority to the Board Chair to agree any membership changes arising from the review of portfolio responsibilities and Committee membership requirements.

Link to Public Health Wales [Strategic Plan](#)

Public Health Wales has an agreed strategic plan, which has identified seven strategic priorities and well-being objectives.

This report contributes to the following:

Strategic Priority/Well-being Objective	All Strategic Priorities/Well-being Objectives
Strategic Priority/Well-being Objective	Choose an item.
Strategic Priority/Well-being Objective	Choose an item.

Summary impact analysis

Equality and Health Impact Assessment	An Equality and Health Impact Assessment has been completed.
Risk and Assurance	The Standing Orders and Scheme of Reservation and Delegation of Powers provides assurance that appropriate arrangements are in place within the organisation to make decisions.
Health and Care Standards	This report supports and/or takes into account the Health and Care Standards for NHS Wales Quality Themes Governance, Leadership and Accountability Choose an item. Choose an item.
Financial implications	N/A
People implications	N/A

1. Purpose / situation

Whilst the Welsh Government has not issued revised Model Standing Orders and Reservation and Delegation of Powers this year, Public Health Wales is required to undertake an annual review of existing Standing Orders as well as Committee Terms of Reference.

The purpose of this paper is to set out the changes recommended as a result of this review to the Board for adoption.

2. Background

Standing Orders

The Standing Orders and Reservation and Delegation of Powers (SOs), together with a range of other framework documents, are designed to translate the statutory requirements set out in Public Health Wales National Health Service Trust (Membership and Procedure) Regulations 2009 (2009/1385) (as amended) into day-to-day operating practice. Together with the adoption of a Schedule of Decisions Reserved to the Board; a Scheme of Decisions to Officers and others; and Standing Financial Instructions (SFIs), they provide the regulatory framework for the business conducted by the Trust.

The current Public Health Wales NHS Trust SOs were adopted by the Board in May 2025.

We are required to review our SOs and SFIs annually whether model versions are issued by the Welsh Government or not. The Welsh Government has not (as yet) issued revised Model SOs or Model SFIs for 2026.

Very minor typographical other minor updates to tiles, functions and embedded links to documents have been made.

Standing Financial Instructions

We have also reviewed our Standing Financial Instructions (SFIs). These also need to be updated to reflect the Procurement Act 2023. This will be addressed on an all-Wales basis, aligned to the national model instructions currently being amended by the Welsh Government.

Committee Terms of Reference

In terms of the Committee Terms of Reference, following on from our Committee Effectiveness Review, and the work planning sessions, the Committees Terms of Reference have been reviewed to reflect the amendments required.

The Committee Terms of reference were last approved by the Board in May 2025. The Terms of Reference should be reviewed at least annually to ensure compliance with Standing orders.

In addition, due to recent organisational changes, the Committee Terms of Reference will need to be further reviewed and amended to reflect changes in Executive Director titles and portfolio responsibilities. This review will also consider whether the movement of portfolios has affected Committee membership requirements, as well as attendees, to ensure that each Committee continues to have the appropriate membership and expertise aligned to its remit.

3. Description/Assessment

Following review of the relevant documents, and having regard to the recommendations made by the Committees, the following documents are attached for the Board's consideration:

Appendix 1 – Standing Orders
Appendix 2 – Standing Financial Instructions
Appendix 3 – Committee Terms of Reference

A summary of the proposed changes is set out below.

3.1 Changes to SO and SFIS

The main changes to the Standing Orders relate to;

- Correct references to the Cabinet Minister for Health and Care.
- Correct references to Non-executive Directors
- Correct minor typographical errors
- Update links to documents referenced within the SOs
- Clarification of RemCom delegations

The main changes to the Standing Financial Instructions relate to;

- Correct references to government department names
- Correct references to the Cabinet Minister for Health and Care

Public Health Wales has not made any deviations from the Model Standing Orders of note.

3.2 Changes to Committee Terms of Reference

The principal amendments proposed to the Committee Terms of Reference are summarised below.

All	
Titles	Routine attendees have been updated to reflect the revised executive leadership arrangements taking effect from 1 October 2026. Noting the need for further changes. Role titles have been corrected where required to ensure consistency with current organisational arrangements.
Minor drafting amendments	Minor drafting, formatting and spacing amendments have been made to improve clarity, consistency and presentation.

ACGC	
Assurance responsibilities	The Committee's role in relation to the Schedule of Losses and Special Payments has been strengthened, with clearer wording on approval, recording, reporting, controls, corrective action and learning.

QSIC	
Duty of Quality	The Terms of Reference have been updated to reflect the Duty of Quality, including removal of outdated references to the Quality and Impact Framework.
Listening to People	References have been updated to reflect the new Listening to People Regulations, which replace the previous Putting Things Right arrangements.
Risk	A cross-reference to the People and Organisational Development Committee has been added to clarify the interface with workforce-related matters.
Emergency Response	The Committee's remit has been clarified in relation to emergency response arrangements, including its role in recommending relevant policy changes and updates to the Emergency Response Plan to the Board.
Access	Wording has been amended to better reflect current operating practice.

PODC and KRIC	
None	No Committee-specific amendments are proposed, other than the general amendments set out above.



Remuneration and Terms of Service

The Remuneration and Terms of Service Committee Terms of Reference have been subject to a more substantial review following a letter from Welsh Government clarifying NHS Wales organisations of the approval requirements for payments, from an accounting perspective, where such payments are made in connection with the ending of employment. The review has also taken account of the key guidance set out in Chapter 6 of the 2024/25 FRS Manual.

Area of change	Previous TOR position	Revised TOR position	Rationale
Structure of Delegated Powers section	Delegated powers were listed as a single set of bullets, with different approval regimes grouped together.	The section has been divided into clearer subheadings, including remuneration/appointments, termination arrangements, contractual redundancy and VERS, ex gratia payments, losses and special payments, and compensation under legal obligation.	The Welsh Government requirements differ depending on the nature of the payment or decision. Subheadings make the distinct approval, noting and escalation routes easier to understand and apply.
Contractual redundancy	Redundancy and early release applications were covered together, with reference to Welsh Government agreement where the settlement was £50,000 or above.	Contractual redundancy is now separated from VERS. Welsh Government must be informed of contractual redundancy payments for noting. For Executive Director cases, Welsh Government approval must be sought before arrangements are signed off.	The Welsh Government letter confirms that contractual redundancy payments are generally within delegated authority from a financial accounting perspective, but must be notified to Welsh Government for noting. Executive Director cases require Welsh Government sign-off before arrangements are signed off.
Voluntary Early Release Scheme	VERS was grouped with redundancy, with a broad	VERS payments are now covered separately. NHS Wales organisations have delegated authority for VERS payments up	The Welsh Government letter confirms that the £50,000

	reference to Welsh Government agreement where the settlement was £50,000 or above.	to £50,000. Payments above £50,000 require Welsh Government approval before any offer is made, supported by the Welsh Government business case template.	threshold applies specifically to VERS payments, and that payments above this level require Welsh Government approval and a business case.
Ex gratia payments	Employment severance agreements / claim settlements over £50,000, or novel, contentious or repercussive cases, came to the Committee. Settlements under £50,000 were to be approved by the Chief Executive.	Ex gratia payments are now covered in a distinct section. The TORs state that these payments may arise where there is no statutory cover or legal liability, have a nil delegated limit, and require Welsh Government approval before any verbal or written offer is made, regardless of value.	The Welsh Government letter makes clear that ex gratia payments and special severance payments are exceptional and have a nil delegated limit. The previous wording could imply that some payments under £50,000 could be approved internally, which would not reflect the letter.
Options appraisal and Annex 3 checklist	The previous TORs did not explicitly refer to the options appraisal table or Annex 3 checklist.	The ex gratia section now states that proposals must be supported by the required options appraisal table and completed Annex 3 checklist, in accordance with Chapter 6 of the FRS Manual.	The Welsh Government letter requires organisations to demonstrate that the proposed course of action is cost effective and represents value for public money, and to provide the relevant checklist when notifying Welsh Government.
Approval in principle for Employment Tribunal cases	No explicit provision was included.	The ex gratia section now states that where an employment tribunal or related legal process may require an agile settlement decision, approval in principle for a limit of settlement should	The Welsh Government letter allows NHS Wales organisations to seek approval in

		be sought from Welsh Government in advance where appropriate.	principle for a settlement limit ahead of an Employment Tribunal where it may not be possible to obtain approval on the day.
Compensation under legal obligation	No explicit provision was included for compensation payments arising from a clear legal liability.	A new section has been added for compensation under legal obligation, including payments arising from a Court Order or legally binding arbitration award. The TORs confirm full delegated authority where clear legal liability exists, with each case submitted to the Director General Health and Social Care/NHS Wales Chief Executive, as Accounting Officer, for noting. Novel or contentious cases must be notified to Welsh Government with the completed Annex 3 checklist.	The Welsh Government letter distinguishes compensation under legal obligation from ex gratia and special severance payments. It confirms that approval is not required where a clear legal liability exists, but cases must still be submitted for noting and novel or contentious cases notified.
Senior appointments / interim Executive Directors	Existing wording referred to appointments and salary levels but did not explicitly cover interim Executive Director arrangements.	Wording has been added to reflect interim Executive Director appointments, including the expectation that appointments are time limited, normally up to six months, and that Welsh Government professional lead sign-off is obtained before appointment.	This reflects WHC circular delegation requirements and clarifies approval expectations for interim Executive Director posts or extensions.

There are no proposed changes to the Standard Committee Terms of Reference and Operating Procedures. ([Current version](#) available on the website)

3.3 Well-being of Future Generations (Wales) Act 2015

This work has been put together following the five ways of working, as defined within the sustainable development principle in the Act, in the following ways:

Hirdymor		Long Term	The Standing Orders and Reservation and Delegation of Powers provide the organisation with a long-term framework within which it operates
Atal		Prevention	The Standing Orders and Reservation and Delegation of Powers provide staff with guidance to prevent non-compliance
Integreiddio		Integration	The Standing Orders and Reservation and Delegation of Powers ensure decision making is integrated across the organisation
Cydweithio		Collaboration	The Standing Orders and Reservation and Delegation of Powers are based on the model standing orders issued by Welsh Government, which were reviewed and developed on a collaborative basis.
Cynnwys		Involvement	The Standing Orders and Reservation and Delegation of Powers are based on the model standing orders issued by Welsh Government, which were reviewed and developed in conjunction and consultation with relevant stakeholders.

4. Recommendation

Board is asked to

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 - Committee Terms of Reference (effective from 1 October 2026)
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