



DIGITAL HEALTH AND CARE WALES STANDING ORDERS ANNUAL REVIEW

Agenda Item	2.7
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Name of Meeting	SHA Board
Date of Meeting	27 March 2025

Public or Private	Public
IF PRIVATE: please indicate reason	N/A

Executive Sponsor	Chris Darling, Director of Corporate Affairs Board Secretary
Prepared By	Laura Tolley, Head of Corporate Governance Deputy Board Secretary
Presented By	Chris Darling, Director of Corporate Affairs Board Secretary

Purpose of the Report	For Approval
Recommendation	SHA Board is being asked to
<p>APPROVE the proposed changes to the Standing Orders 2025-26 NOTE DHCW's compliance with Standing Orders for 2024-25 NOTE DHCW's self-assessment against the UK Corporate Governance Code 2024</p>	

1 IMPACT ASSESSMENT

STRATEGIC MISSION	All missions apply
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CORPORATE RISK (ref if appropriate)	
QUALITY IMPACT ASSESSMENT (ref if appropriate)	

<u>WELL-BEING OF FUTURE GENERATIONS ACT</u>	A Healthier Wales
If more than one standard applies, please list below:	

<u>DHCW QUALITY STANDARDS</u>	N/A
If more than one standard applies, please list below:	

<u>DUTY OF QUALITY ENABLER</u>	Information
<u>DOMAIN OF QUALITY</u>	Timely
If more than one enabler / domain applies, please list below:	

<u>EQUALITY IMPACT ASSESSMENT STATEMENT</u>	Date of submission: N/A
No, (detail included below as to reasoning)	Outcome: N/A
Statement: N/A	

IMPACT ASSESSMENT	
QUALITY AND SAFETY IMPLICATIONS/IMPACT	Yes, please see detail below The SOs are a key foundation of DHCW's governance and accountability framework. A robust governance and accountability framework is more likely to impact favourably on the safety and experience of patients and staff.
LEGAL IMPLICATIONS/IMPACT	Yes, please see detail below The SOs are designed to translate the statutory requirements for DHCW set out in legislation into day-to-day operating practice.
FINANCIAL IMPLICATION/IMPACT	No, there are no specific financial implications related to the activity outlined in this report

WORKFORCE IMPLICATION/IMPACT	No, there is no direct impact on resources as a result of the activity outlined in this report.
	The terms of reference indicate clear roles and
SOCIO ECONOMIC IMPLICATION/IMPACT	No, there are no specific socio-economic implications related to the activity outlined in this report.
RESEARCH AND INNOVATION IMPLICATION/IMPACT	No, there are no specific research and innovation implications relating to the activity outlined within this report.

2 APPROVAL / SCRUTINY ROUTE

Person / Committee / Group who have received or considered this paper prior to this meeting		
PERSON, COMMITTEE OR GROUP	DATE	OUTCOME
Chris Darling, Director of Corporate Affairs Board Secretary	March 2025	Approved

Acronyms			
DHCW	Digital Health and Care Wales	SHA	Special Health Authority
SO's	Standing Orders	SFI	Standing Financial Instructions

3 SITUATION / BACKGROUND

- 3.1 Standing Orders are designed to translate the statutory requirements set out in legislation into day-to-day operating practice. The Standing Orders include the Scheme of Decisions reserved to the Board; a Scheme of Delegations to officers and others; and Standing Financial Instructions. The SOs provide the regulatory framework for the business conduct of DHCW.
- 3.2 Whilst DHCW has the authority to amend the Model Standing Orders any amendment or variation must not contravene directions issued by Welsh Ministers or statutory requirements. The following provisions cannot be varied without the consent of Welsh Ministers:
- Section A – Introduction – The role of the Board Secretary
 - Non-officer Members – Paragraph 1.1.4
 - Associate Members – May include the Chief Digital Officer for NHS Wales – Paragraph 1.1.7
 - Tenure of Board Members – Paragraph 1.3
 - Committees Established by DHCW – Paragraph 3.4.1
 - Advisory Groups – as a minimum to include the Local Partnership Forum (LPF)
 - Arrangements relating to meetings, with particular emphasis on timescales and the quorum
 - Matters reserved for the Board where the full Board is required to retain responsibility or is in accordance with statutory requirements.
 - Removal of requirements of the Committee model terms of reference, although these can be added to.

4 SPECIFIC MATTERS FOR CONSIDERATION BY THIS MEETING (ASSESSMENT)

- 4.1 The SHA Board are asked to note the following changes to the [Standing Orders](#) via tracked changes. Below summarises the changes:
- Front Cover – Dates Updated
 - Notifying and equipping Board members – Updated from 7 calendar days to 5 clear days
 - Notifying the public and others - Updated from 7 calendar days to 5 clear days
 - Page 68 – Updated links to Committee & Advisory Group Terms of Reference for 2025/26 (once approved by the SHA Board)
- 4.2 An update on [DHCW's compliance with Standing Orders for 2024-25](#) is also included for information.
- 4.3 In January 2024, an updated [UK Corporate Governance Code 2024](#) was published, this replaces the 2018 version of the code and applies to the financial years after 1 January 2025. The revised code only includes a limited number of changes and is separated into five sections (listed below) and operates on a 'comply and explain' basis:
- Board Leadership and Organisation Purpose
 - Division of Responsibilities
 - Composition, Success and Evaluation
 - Audit, Risk and Internal Control
 - Remuneration

DHCW have completed a [self-assessment](#) of the UK Corporate Governance Code 2024, and this is included for information.

5 KEY RISKS / MATTERS FOR ESCALATION TO BOARD / COMMITTEE

5.1 DHCW are awaiting confirmation from Welsh Government on the timeframes relating to holding the organisations Annual General Meeting.

6 RECOMMENDATION

Recommendation	SHA Board is being asked to
<p>APPROVE the proposed changes to the Standing Orders 2025-26 NOTE DHCW's compliance with Standing Orders for 2024-25 NOTE DHCW's self-assessment against the UK Corporate Governance Code 2024</p>	