

Meeting: Board Meeting

Meeting date: 29 July 2025

Title: Revisions to Committee Terms of Reference - HHSCC

Responsible Executive/Non-Executive: Gareth Adkins, Director of People & Culture, Gerard O'Brien, Chair of HHSCC, Catriona Sinclair, Chair of ACF

Report Author: Nathan Ware, Governance & Corporate Records Manager

Report Recommendation:

The Board is asked to:

Take **Substantial Assurance** from this report and **Approve** the changes to ToR for Highland Health & Social Care Committee and the Area Clinical Forum for inclusion in the Code of Corporate Governance.

1 Purpose

This is presented to the Board for:

- Assurance
- Decision

This report relates to a:

- Legal Requirement
- Local policy

This aligns to the following NHSScotland quality ambition(s):

- Safe, Effective and Person Centred

This report relates to the following Strategic Outcome(s)

Start Well		Thrive Well		Stay Well		Anchor Well	
Grow Well		Listen Well		Nurture Well		Plan Well	
Care Well		Live Well		Respond Well	X	Treat Well	
Journey Well		Age Well		End Well		Value Well	
Perform well	X	Progress well	X				

2 Report summary

2.1 Situation

This report asks the Board to agree revisions to Governance Committee Terms of Reference, namely the Highland Health and Social Care Committee and the Area Clinical Forum. Changes to this committees Terms of Reference last took place in March 2024 and March 2022 respectively.

2.2 Background

The Board last agreed revisions to the Code of Corporate Governance in March 2025.

The full suite of control documents includes Board Governance Committee Terms of Reference, changes to which require Audit Committee approval prior to seeking Board agreement on 29 July 2025.

2.3 Assessment

Since the annual update in March 2025 further revisions to Terms of Reference have been proposed by the Highland Health & Social Care Committee alongside the Area Clinical Forum. The changes below are shown highlighted in the appendices to this report.

Highland Health & Social Care Committee

The proposed change aims to adjust the quorum requirement to account for current vacancies on the committee, ensuring it reflects the actual number of active members rather than enforcing an unrealistic quorum based on full membership.

Area Clinical Forum

The proposed change aims to adjust the quorum requirement to account for current vacancies on the Forum, ensuring it reflects the actual number of active members rather than enforcing an unrealistic quorum based on full membership. Separate work is underway to source a new Chair in advance of the September meeting alongside work to fill current vacancies

2.4 Proposed level of Assurance

This report proposes the following level of assurance:

Substantial	<input checked="" type="checkbox"/>	Moderate	<input type="checkbox"/>
Limited	<input type="checkbox"/>	None	<input type="checkbox"/>

3 Impact Analysis

3.1 Quality/ Patient Care

3.2 Workforce

3.3 Financial

The Code of Corporate Governance provides a framework which defines the business principles of the NHS Board and the organisation, in support of the delivery of safe, effective, person-centred care and Quality Outcomes. The provision of robust governance arrangements is key to NHS Highland delivering on its key objectives and to improving workforce, clinical and financial governance.

3.4 Risk Assessment/Management

A risk assessment has not been carried out for this paper.

3.5 Data Protection

This report does not involve personally identifiable information.

3.6 Equality and Diversity, including health inequalities

There are no equality or diversity implications arising from this paper.

3.7 Other impacts

No other impacts

3.8 Communication, involvement, engagement and consultation

The outcome of the Review of the Code of Corporate Governance will be communicated to the wider organisation as appropriate on completion and available on the NHS Highland website.

3.9 Route to the Meeting

The contents of this report have been discussed and considered by Highland Health & Social Care Committee during the May 2025 cycle & the Area Clinical Forum during the July 2025 cycle.

4 List of appendices

The following appendices are included with this report:

- Appendix 1 draft proposed ToR Highland Health & Social Care Committee – Changes Highlighted
- Appendix 2 draft proposed ToR/Constitution Area Clinical Forum – Changes Highlighted



HIGHLAND HEALTH & SOCIAL CARE COMMITTEE CONSTITUTION AND TERMS OF REFERENCE

Date of Board approval **29 July 2025**

1. PURPOSE

- 1.1 The purpose of the Highland Health and Social Care Committee is to provide assurance to NHS Highland Board that the planning, resourcing and delivery of those community health and social care services that are its statutory or commissioned responsibility are functioning efficiently and effectively, ensuring that services are integrated so that people receive the care they need at the right time and in the right setting, with a focus on community-based, preventative care.

2. JOINT MONITORING COMMITTEE

- 2.1 In line with section 15(3) of the Public Bodies (Joint Working) (Scotland) Act 2014, The Highland Council and NHS Highland have established an Integration Joint Monitoring Committee (known as 'The Highland Partnership Joint Monitoring Committee'), which has oversight of both integrated Adult Services and Integrated Children's services and monitors the carrying out of integrated functions (both delegated and conjoined).
- 2.2 In terms of section 29(1) of the Act, each Partner is responsible for the planning of the integrated and conjunction services for which it is the Lead Agency. This means that NHS Highland must lead on producing an Integrated Adult Services Strategic Plan and The Highland Council must lead on producing an Integrated Children's Services Strategic Plan with both plans taking account of the other and together being monitored by the Joint Monitoring Committee.
- 2.3 Within NHS Highland, governance of Integrated Adult Services and services delegated to The Highland Council and assurance of service delivery is provided at the Health & Social Care Committee through arrangements put in place and overseen directly by the NHS Highland Board.

3. COMPOSITION

- 3.1 The membership of the Committee is agreed by the full NHS Board and has a Non-Executive Chair.

Voting Committee members as follows

5 x Non-Executives, one of whom chairs the Committee and one of whom is the Council nominee on the Health Board
 5 x Executive Directors as follows - Chief Officer, Director of Adult Social Care, Chief Finance Officer, Medical Director and Nurse Director
 3 Representatives of Highland Council

The wider stakeholder and advisory membership (non-voting) will be as follows:

Staff Side Representative (2)
 Public/Patient Member representative (2)
 Carer Representative (1)
 3rd Sector Representative (1)
 Lead Doctor (GP)
 Medical Practitioner (not a GP)
 2 representatives from the Area Clinical Forum
 Public Health representative
 Highland Council Executive Chief Officer for Health and Social Care
 Highland Council Chief Social Worker

The Committee shall have flexibility to call on additional advice as it sees fit to enable it to reach informed decisions.

3.2 Ex Officio

Board Chair

The Committee Chair is appointed by the full Board.

4. QUORUM

No business shall be transacted at a meeting of the Committee unless at least one Non-Executive Director being present (in addition to the Chair) and comprising a minimum of one third of **active** Committee members.

If the Committee is at full membership, a quorum is achieved with at least eight members present. However, vacancies should not be factored into the quorum calculation, so the required number may be lower as vacancies arise.

5. MEETINGS

- 5.1 The Committee shall meet at least five times per year. The Chair, at the request of any three Members of the Committee, may convene ad hoc meetings to consider business requiring urgent attention. The Committee may meet informally for training and development purposes, as necessary.
- 5.2 The Committee will be serviced within the NHS Highland Committee Administration Team and minutes will be included within the formal agenda of the NHS Board.
- 5.3 The agenda and supporting papers will be sent out at least five clear working days before the meeting.

- 5.4 All Board members will receive copies of the agendas and reports for the meetings and be entitled to attend meetings.
- 5.5 Any amendments to the Terms of Reference of Highland Health and Social Care Governance Committee will be submitted to NHS Highland Board for approval following discussion within the Governance Committee.
- 5.6 The Agenda format for meetings will be as follows:
- Apologies
 - Declaration of Interests
 - Minutes
 - Last Meeting
 - Formal Sub Committees
 - Formal Working Groups
 - Strategic Planning and Commissioning
 - Finance
 - Performance Management
 - Community Planning and Engagement
 - Operational Unit Exception Reports

6. REMIT

- 6.1 The remit of the Highland Health and Social Care Committee is to:
- Provide assurance on fulfilment of NHS Highland's statutory responsibilities under the Public Bodies (Joint Working) Act 2014 and other relevant legislative provisions relating to integration of health and social care services
 - Provide assurance on fulfilment of NHS Highland's responsibilities under the Community Empowerment Act in relation to Community Planning
 - Contribute to protecting and improving the health of the Highland population and ensure that health and social care services reduce inequalities in health
 - Develop the Strategic Commissioning Plan for integrated health and social care services and approve arrangements for the commissioning of services to deliver the agreed outcomes of the plan, ensuring the involvement of stakeholders and local communities
 - Develop policies and service improvement proposals to deliver the agreed outcomes of the plan, within the available resources as agreed by the Joint Monitoring Committee
 - Monitor budgets for services within its remit and provide assurance regarding achievement of financial targets
 - Scrutinise performance of services within its remit in relation to relevant national and locally agreed performance frameworks, including the NHS Highland Annual Operating Plan and the Strategic Commissioning Plan for integrated health and social care services.
 - Through the annual performance report of the Integration Authority provide an overview of North Highland Adult Services performance, in line with the 9 national outcomes for health and wellbeing to Highland Council as partners via the Joint Monitoring Committee
 - Receive and scrutinise assurance from the Highland Council as to performance services delegated by NHS Highland under the Lead Agency arrangements.

- 6.2 The Committee will undertake an annual self-assessment of its work and effectiveness in accordance with NHS Highland and Good Governance values. This will inform the Annual Report to the Board.
- 6.3 The Committee is also required to carry out a review of its function and activities and to provide an Annual Report incorporating a Statement of Assurance. This will be submitted to the Board via the Audit Committee. The proposed Annual Report will be presented to the first Committee meeting in the new financial year or agreed with the Chairperson of the respective Committee by the end of May each year for presentation to the Audit Committee in June.
- 6.4 The Committee shall draw up and approve, before the start of each financial year, an Annual Work Plan for the Committee's planned work during the forthcoming year.

7. AUTHORITY

- 7.1 The Committee is authorised by the Board to investigate any activity within its Terms of Reference, and in so doing, is authorised to seek any information it requires from any employee.
- 7.2 In order to fulfil its remit, the Highland Health and Social Care Committee may obtain whatever professional advice it requires, and require Directors or other officers of the Board to attend meetings.
- 7.3 Delegated authority is detailed in the Board's Standing Orders, as set out in the Purpose and Remit of the Committee.

8. REPORTING ARRANGEMENTS

- 8.1 The Highland Health and Social Care Governance Committee is a Governance Committee of NHS Highland and is accountable directly to the Board.
- 8.2 The Committee will report to the Board through the issue of Minutes/Assurance Reports and an assessment of the performance of the Committee will be undertaken annually and presented by way of an Annual Report to the Audit Committee, then the Board.
- 8.3 As a committee of the Board and as indicated in the Standing Orders, the HH&SCC will escalate any risks or concerns that require a Board decision to the Health Board.
- 8.4 Establish a Strategic Planning and Commissioning sub-committee to fulfil the obligations set out in the legislation.

Green: Amendments Added

Red: Items Removed

NHS HIGHLAND AREA CLINICAL FORUM CONSTITUTION



Date of Forum Approval: **July 2025**

Date of Board Approval: **July 2025**

1. THE COMMITTEE

The Committee will be called the NHS Highland Area Clinical Forum.

2. DUTIES AND FUNCTIONS

Generally, to co-ordinate and formulate advice from all of the professions in Highland to the Highland NHS Board on matters of broad health care and in particular strategic issues. The Committee should be proactive as well as reactive on these issues.

- To escalate any issues to the NHS Highland Board if serious concerns are identified about the quality and safety of provision of care in the services delivered across NHS Highland. Specifically, this will provide a clinical perspective to NHS Highland Strategies and Plans and to the prioritisation of the use of resources.
- Supporting the NHS Highland Board in the conduct of its business through the provision of professional advisory committee (PAC) advice.
- Provision of a clinical perspective in the development of the Annual Operating Plan (AOP), the Strategic Plan and the strategic objectives of the NHS Highland Board.
- Ensuring effective and efficient engagement of professional advisory committees in service design, development and improvement, thereby aiming to increase the broader participation in the PACs by clinicians and professionals.
- Reviewing the business of the professional advisory committees to ensure a co-ordinated approach on clinical and professional matters across each of the professional groups.
- Taking an integrated clinical and professional perspective on the impact of national policies at a local level.
- Through the ACF Chair, being fully engaged in NHS Highland Board business.
- Sharing best practice and encouraging multi professional working in health and social care.

The Committee will not concern itself with the remuneration and conditions of service.

3. MEMBERSHIP OF THE COMMITTEE

The Committee will consist of **two** representatives from each of the following Advisory Committees (one of whom must be the Chair or Vice-Chair of their professional Committee).

Area Adult Social Work and Social Care Advisory Committee – 2 members
Area Dental Committee – 2 members

Area Healthcare Science Forum – 2 members
Area Medical Committee – 2 members
Area Nursing, Midwifery and Allied Health Professions Advisory Committee
(represented by four members of that Committee including both the Chair and Vice-Chair) – 4 members
Area Optometric Committee – 2 members
Area Pharmaceutical Committee – 2 members
Psychology Advisory Group – 2 members

In addition, the following will also be members of the Committee:

- *A clinical representative from each of the 4 following operational areas, via, the Argyll & Bute Health & Social Care Partnership, North & West Highland, South & Mid Highland and Raigmore Hospital.*
- The NHS Highland Employee Director

The above members will be eligible to vote at Committee meetings or in writing for planned written votes.

Deputies

In the event that a member cannot attend it is expected that a deputy will attend in his/her place, provided that the deputy is from the same Professional Advisory Committee or Operational Unit. The Deputy will have voting rights at that meeting.

Quorum

~~A quorum of the Committee will be seven members.~~ A quorum of the Committee will be eight members (one third) when the Committee is at full membership (24 members).

Should there be any vacancies, the quorum will be adjusted proportionally to reflect the reduced membership.

Attending

Persons other than members may be invited to attend a meeting for discussion of specific items at the request of the Chair or Professional Secretary. That person will be allowed to take part in the discussion but not have a vote.

The Area Clinical Forum should have close links with the Chief Executive and the Executive Directors to support the forum in developing, supporting and driving its business. In this respect there should be attendance from at least one Clinical Executive Director or the Chief Executive at meetings. This will also support the development of a culture of dignity, respect and inclusivity in relation to the working relationship with staff.

Non-Executive Board members will be invited to attend on a rotational basis

The Committee will reserve the right to seek opinion or advice from patient/public via Scottish Health Council who will signpost the Forum appropriately.

Non-Attendance

In the event that a member, or his/her deputy, does not attend for three consecutive meetings, the Chair will seek to understand why this is occurring. The member will be

expected to give the chair reasonable explanation for the non-attendance and if this is not forthcoming the chair can then terminate such membership by written notification to such member.

4. SUB-COMMITTEES

The Committee may appoint ad hoc Sub-Committees as appropriate to consider and provide advice on specific issues.

5. TENURE OF OFFICE

Members will be appointed by their respective Advisory Committees/Operational Units and can hold office, on the Area Clinical Forum, initially for up to four years, with re-appointment possible to a maximum of eight years. It is recommended, however, that the Advisory Committees review their nominations on an annual basis.

6. OFFICERS OF THE COMMITTEE

The Chair will be a Member of the Highland NHS Board functioning as a full Highland NHS Board Member. Only those Area Clinical Forum members who represent their Professional Advisory Committee will be eligible to hold the office of Chair. As with other Non-Executive Directors, this will be a ministerial appointment on the recommendation of the Chair of NHS Highland. The Chair will be elected for an initial term of four years and will be eligible for re-election for a second term of four years and therefore hold office for a maximum of eight years. Should the Chair of the Area Clinical Forum change, however, through for example resignation or retirement and a new Chair appointed, then this appointment needs to be further approved by the Minister, on the recommendation of the Chair of NHS Highland. The Chair will have discretionary powers to act on behalf of the Committee but in doing so will be answerable to the Committee.

The Chair of the Area Clinical Forum will be expected to participate in the NHS Board members development programme. The Chair will also be expected to link with the national ACF Chairs group on a regular basis.

The Committee will also elect a Vice-Chair every four years, and this person will be eligible for re-election for a second term of four years and therefore hold office for a maximum of eight years.

The Committee may choose to appoint two Vice Chairs for a period of four years, both eligible for re-election for a second term of four years, and therefore holding office for a maximum of eight years.

Officers will be appointable from within voting members of the Committee. It is recommended that the Chair and Vice-Chair(s) are appointed from different Professional Advisory Committees.

The Vice Chair may deputise for the Chair at Highland NHS Board meetings but will not have voting rights. Where two Vice Chairs are appointed, only one individual shall deputise for the Chair at Highland NHS Board meetings.

7. NOTICE OF MEETINGS

The NHS Highland Board Committee Secretariat will issue the agenda and relevant papers at least five working days before the meeting,

8. MINUTES

The NHS Highland Board Committee Secretariat will service the Committee and copies of the minutes will be sent to each member with the agenda and papers for the next meeting, if not previously distributed. Once draft minutes have been virtually ratified by the forum they will be shared with all other professional advisory committees to the Board.

9. MEETINGS

The Forum will meet at least five times a year. Meetings will be arranged to dovetail with meetings of NHS Highland Board.

Meetings will normally be held on Microsoft Teams at Highland NHS Board, Assynt House, Inverness on the Thursday prior to a Highland NHS Board meeting, but this can be varied at the discretion of the Chair.

The Committee has the right to alter or vary these arrangements to cover holiday months or other circumstances.

10. COMMITTEE DECISION

Where the Committee is asked to give advice on a matter and a majority decision is reached the Chair or Professional Secretary will report the majority view, but will also make known any minority opinions, and present the supporting arguments for both view points.

11. ALTERATIONS TO THE CONSTITUTION AND STANDING ORDERS

Alterations to the Constitution and Standing Orders may be recommended at any meeting of the Committee provided a notice of the proposed alteration is circulated with the notice of meeting and that the proposal is seconded and supported by two-thirds of the members present and voting at the meeting.

Any alterations must be submitted to the NHS Highland Board for approval before any change is made.

Updated: June 2025