

NHS Highland



Meeting: Highland Health and Social Care Committee

Meeting date: 14 January 2026

Title: Annual Review of Terms of Reference

Responsible Executive/Non-Executive: Gareth Adkins, Director of People and Culture

Report Author: Nathan Ware, Deputy Head of Corporate Governance

Report Recommendation:

The Committee is asked to:

- (a) **Review** the ToR and **Highlight** any required changes, should none be required then:
- (b) **Agree** to make no further changes to the current ToR as shown in the appendix to this report
- (c) **Note** that the ToR will be submitted to the Audit Committee and the Board for approval in March 2026 and included in the updated Code of Corporate Governance thereafter.

1 Purpose

This is presented to the Board for:

- Assurance

This report relates to a:

- Legal requirement
- Local policy

This report will align to the following NHS Scotland 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		Treat Well	
Journey Well		Age Well		End Well		Value Well	
Perform well	✓	Progress well					

2 Report summary

2.1 Situation

This report invites consideration and agreement of the Committee's Terms of Reference as part of the annual cycle of reviews.

2.2 Background

The Board agreed revisions to the Code of Corporate Governance in March 2025. The full suite of control documents includes Governance Committee Terms of Reference. All changes to Terms of Reference proposed by Committees require Audit Committee approval prior to seeking Board agreement.

2.3 Assessment

The Committee agreed to revise its terms of reference in July 2025 to bolster and clarify its quoracy requirements

This revision was considered by Audit Committee and approved by the Board on July 2025.

There are no further revisions to the Committee ToR being proposed as part of the annual review process however Committee are asked to review and suggest any changes they may feel are relevant.

If none, the Committee is invited to confirm its existing ToR as shown in Appendix 1 to this report.

2.4 Proposed level of Assurance

This report proposes the following level of assurance:

Substantial
Limited

X

Moderate
None

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 Committee Terms of Reference will be communicated to the Board and wider organisation as appropriate following their agreement.

3.9 Route to the Meeting

The existing Terms of Reference for the Committee have previously been reviewed by the Chief Officer HHSCP, Chair of HHSCC & the Deputy Head of Corporate Governance.

4.1 List of appendices

The following appendices are included with this report:

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- Appendix 1 ToR HHSCC Committee



HIGHLAND HEALTH & SOCIAL CARE COMMITTEE CONSTITUTION AND TERMS OF REFERENCE

Date of Board approval 28 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.