Highland Adapts Terms of Reference

1. Introduction

This document sets out the Terms of Reference for the Highland Adapts partnership. It sets out the aim, guiding principles, and objectives of the partnership and describes its structure, ways of working, and governance.

2. Aims, guiding principles, and objectives

2.1 Aim

The Highland Adapts partnership aims to bring communities, businesses, land managers, and the public sector together to facilitate transformational action towards a prosperous, climate-ready Highland.

2.2 Guiding principles

The Highland Adapts Guiding Principles strongly influence all aspects of our work:

- Transformational Action – through brave leadership, we embed hope and prioritise action.
- Collaboration – we facilitate working together and the sharing of knowledge, expertise and resources.
- Place-based – we are place-centred, with an approach that is bottom-up and fully inclusive.
- Evidence-based – all our action is supported by up to date qualitative and quantitative data.
- Sustainable – we only endorse robust, resilient and future-proof actions using the blueprint of the UN Sustainable Development Goals to achieve a flourishing, climate-ready future for all.
- Influence – we use our presence and connections to support cultural change
- Climate and social justice – our work is rooted in a deep understanding of the needs and priorities of communities.
- Build capacity – through education, knowledge sharing and facilitating connections we increase confidence and the ability to adapt in others
- Celebrate – we communicate and promote ongoing inspiring climate action and initiatives.
- Empower – we enable communities/places to increase control over their ability to adapt to and mitigate climate change

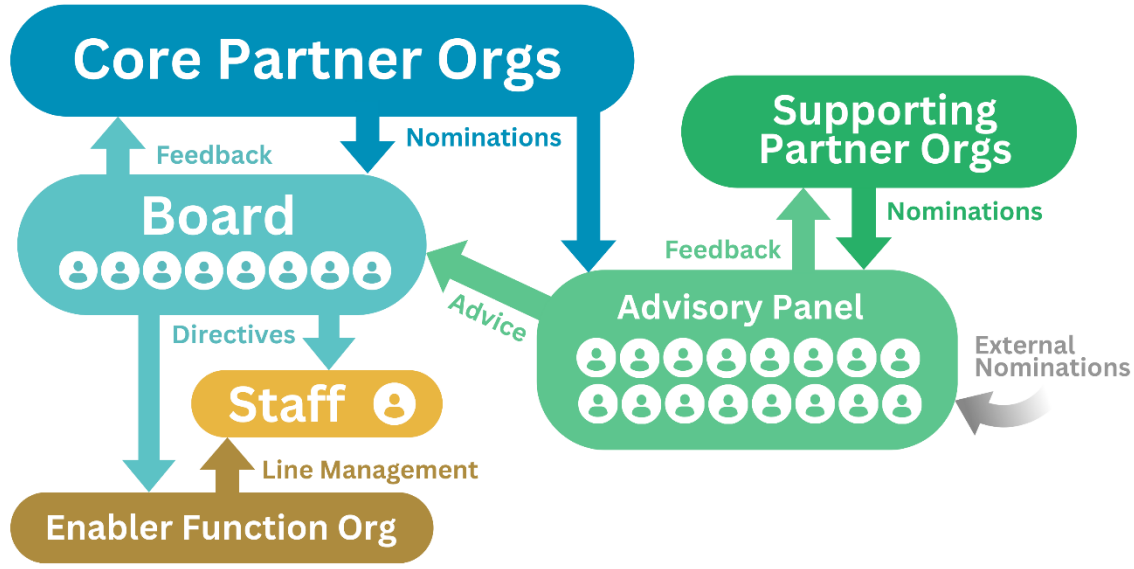
2.3 Objectives

Highland Adapts is working towards the following objectives:

- Develop and maintain a strong evidence base
- Facilitate information sharing and peer learning across sectors
- Support partner and non-partner organisations, including communities, businesses, and land managers, to take practical adaptation action
- Strengthen adaptation in regional policy, planning, and investment
- Grow and sustain an inclusive, effective partnership

3. Structure

The Highland Adapts partnership model, shown in Figure 1, is based on shared responsibility with clear channels of communication and domains of accountability. The purpose and responsibilities of the Partner Organisations (Core and Supporting), Board, Advisory Panel, Staff, and Enabler Function are set out in sections 4 – 8.



Core Partner Orgs
Strategic leaders of the partnership. Nominate Board and Advisory Panel representatives, and provide funding and/or in-kind partnership support.

Board
Set strategic direction, oversee budget, and make key decisions. Nominated by Core Partner organisations.

Supporting Partner Orgs
Delivery-focused contributors to the partnership. Nominate Advisory Panel representatives.

Advisory Panel
Support and advise the partnership. Contribute specialised knowledge. Nominated by partner and non-partner organisations.

Enabler Function Org
Operational support on behalf of the partnership. Line manage staff and hold partnership's funds.

Staff
Coordinate, connect, and deliver the work of the partnership day-to-day, as directed by the Board.

Figure 1. Highland Adapts Partnership Model

4. Partner Organisations

4.1 Roles

Partner organisations hold one of two roles within the partnership.

- **Core Partner Organisations** are responsible for the strategic direction of the partnership. All Core Partner Organisations are represented on the Board, as outlined in Section 5. Together, they set the general direction of the partnership. They take on the

legal and financial responsibilities and monitor the partnership's progress. Core Partner Organisations can also participate in the Advisory Panel. To ensure the financial sustainability of Highland Adapts, the Board will seek to cover the partnership's costs through financial contributions from Core Partner Organisations. Wherever possible, these contributions will be minimised through attracting external funding in line with the work plan agreed by the Board.

- **Supporting Partner Organisations** are involved in advising the partnership's delivery actions, but with fewer responsibilities than Core Partners. All Supporting Partner organisations are represented on the Advisory Panel. In doing so, they offer subject-matter advice on the partnership's project delivery. Supporting Partners may contribute project funding, but this is not a requirement.

A comparison of the two partner organisation roles is included below as Table 1.

Role	Core Partner Organisation	Supporting Partner Organisation
Purpose	To provide strategic leadership, oversight, and shared responsibility for the success of the partnership	To provide technical expertise and practical input that strengthens delivery of partnership work
Main Role	Strategic leadership and governance of the partnership	Advisory input on project delivery
Representation	One representative on the Board (decision-making body); may also nominate representatives to the Advisory Panel	Represented on the Advisory Panel only
Decision-Making Power	Yes – involved in setting direction, approving work plans, and funding decisions	No – advisory only
Financial Contributions	Financial contribution expected (where possible); may include in-kind support	May make financial contribution (funding or in-kind support), but not required
Time Commitment	Quarterly Board meetings, plus ongoing input to and engagement partnership work	Ad hoc Advisory Panel meetings and support
Ability to Influence	Direct influence over strategy, resourcing, and delivery priorities	Can shape projects through advice and feedback, but not strategic decisions
Eligibility to Host Enabler Function	Eligible (one Core Partner acts as Enabler Function to coordinate delivery)	Not eligible
Recognition & Visibility	Credited as a Core Partner; logo included in partnership communications where appropriate	Credited as Supporting Partner; logo included in partnership communications where appropriate
Collaboration Opportunities	May initiate and lead joint projects; expected to help shape delivery priorities	May propose or participate in collaborative activity, where capacity and relevance allow

Table 1. Summary of Partner Organisation Roles within the Partnership

4.2 Roles and responsibilities of all partner organisations

All partner organisations are required to:

- Support the overall aim, guiding principles, and objectives of Highland Adapts.
- Agree to abide by these Terms of Reference.

- Appoint an appropriate representative to the Board and/or Advisory Panel.
- Ensure representatives are adequately supported to contribute to the work of Highland Adapts.
- Communicate and promote the work of Highland Adapts internally and externally.
- Report to the Board any significant developments they are aware of appropriate to the business or future direction of Highland Adapts.
- Interact with other partner organisations in an appropriate and respectful way.

4.3 New Core and Supporting Partner Organisations

Highland Adapts may actively seek new Core and Supporting Partner organisations to further its aims and diversify the range of perspectives and expertise represented. The process for joining the partnership is as follows:

1. Expression of Interest: The organisation will complete a short Expression of Interest form outlining how it believes it can contribute to the work and aims of Highland Adapts.
2. Board Attendance: Representatives of the organisation will be invited to attend a meeting of the Board to present their case for joining. This will provide an opportunity for the Board to ask questions and discuss the potential contribution of the organisation.
3. Decision: The Board will decide whether to admit the organisation to the partnership.

4.4 Withdrawal of Core Partners

All core partner organisations commit to give to the Board at least three months' notice in writing, to be received by 31 December in any calendar year of that party's intention to withdraw from Highland Adapts with effect from 1 April in the following calendar year, setting out the reasons for termination. The Highland Adapts Board will consider what action to take in respect of the continuation of Highland Adapts following the withdrawal of any partner organisation(s).

5. Board

5.1 Role

Highland Adapts is governed by the partnership's Board. The Board is the strategic decision-making body. It sets the overall direction of the partnership, provides oversight and support, and monitors progress. The Board leads on long-term planning and ensures that Highland Adapts remains true to the aim and guiding principles.

The Board is responsible for agreeing a partner to deliver the Enabler Function on behalf of the partnership. Highland Adapts is an unincorporated association, meaning it has no separate legal personality and cannot therefore contract on its own behalf. Consequently, Core Partners (Annex 1) agree that the partner nominated to deliver the Enabler Function (section 7) will manage contracting on behalf of Highland Adapts subject to authorisation of the Highland Adapts Board.

5.2 Representation

- Each of the Highland Adapts Core Partners will appoint one representative to the Board. Each Core Partner shall nominate a representative with the appropriate seniority, networks, and capacity to support the delivery of Highland Adapts.
- Board representatives will attend Board meetings and respond to the agenda in a timely manner' (see 5.4.b, below).

5.3 Operation

- The Board aims to meet quarterly, with additional special meetings as required.

- The Board operates around the principle of shared responsibility.
- The Board will elect a Chair and Vice Chair within its partnership on a one-year term. The Chair will be responsible for:
    - Chairing Board meetings
    - Co-ordinating with the Enabler Function to agree meeting agendas and actions
    - Supporting the Principal Partnership Manager and the Enabler Function to manage the delivery of the partnership.
- When the Chair is not present or has withdrawn from involvement in an agenda item due to a possible Conflict of interests, the Vice Chair will act as the Chair.

5.4 Responsibilities

a. Delivery

The Board will:

- Identify and progress new opportunities and innovations that support delivery of the Highland Adapts aim, including supporting the Enabler Function to progress funding opportunities.
- Contribute to the development and delivery of the work plan of Highland Adapts, including providing resources such as in-kind support, office and meeting space, access to expertise and equipment, and inputting the unique contribution or perspective of their organisation or sector.

b. Oversight

The Board will:

- Provide oversight, strategic direction, scrutiny and approval of the Highland Adapts' work plan including any major changes to the plan.
- Take key decisions, including on the allocation of funds, to ensure greatest impact.
- Review this Terms of Reference document every three years.
- Sign off key outputs.
- Agree a partner organisation to deliver the Enabler Function on behalf of Highland Adapts for an agreed period.
- Review delivery of the Enabler Function annually. The next review will take place in October 2026.

c. Networks and influence

The Board representatives will:

- Actively build connections with and influence other initiatives, policies and networks within the Highland region and beyond, ensuring synergies and identifying opportunities to accelerate progress.
- Effectively communicate the work of Highland Adapts within their own organisations, ensuring buy-in and engagement.
- Represent Highland Adapts through external events and networks, including through speaking roles.

d. Decision-making

Decisions beyond the scope of the work plan, including those related to overall financial management and appointment of the Enabler Function, will be made by the Board, led by the Chair. Decisions will be made by consensus wherever possible, taking account of input from the Advisory Panel, when relevant.

Where votes are taken, Board representatives will have one vote. The Board Chair will have the casting vote in the event of an equal number of votes being cast on any matter. Where a proposed decision would have significant financial, legal, or administrative consequences for the Enabler Function (including where it would create an unfunded liability), the Enabler Function may require the decision to be deferred for due diligence and risk assessment (normally not exceeding 10 working days). The Enabler Function will provide the Board with a written rationale and, where possible, options to mitigate the risk or deliver the intended outcome by alternative means.

Following this, the decision will be referred back to the Board (or, where urgent, progressed using the outwith-meetings procedure) for determination. The final decision will be recorded in the minutes.

Any proposals relating to the strategic management of Highland Adapts staff, including remuneration, grading, contractual hours, role scope, or material changes to terms and conditions, will be subject to formal approval by the Highland Adapts Board.

This will ensure consistency with partnership priorities, funding arrangements, and the unique partnership-wide role performed by Highland Adapts staff. Employment arrangements will be reviewed annually by the Board.

Any changes to how the Enabler Function intends to resource its role in the partnership are subject to review and approval by the Highland Adapts Board. This would include a role for one or more nominated representatives of the Highland Adapts Board being involved in interview panels for recruitment of staff that would primarily support Highland Adapts; and any substantive changes to Principal Partnership Manager role.

Where decisions beyond the scope of the work plan need to be made between Board meetings, the following will apply:

- For an issue which is both significant and urgent, the Board will be informed by email and given a deadline for their response. Responses must be made by email. A decision will be made based on the collated responses.
- Where the issue is either not significant or is urgent (i.e. a decision is required within two weeks and thus a response from the Board cannot reasonably be sought), the Chair will make a decision. The Board will be informed by email, unless the issue is not significant in which case it will be reported at the next meeting.

An issue is significant if:

- it involves expenditure of £5,000 exVAT or more, or
- Could reasonably be construed by a layperson as being controversial or politically sensitive

Where a decision has clear and particular implications for a core partner, that core partner will be informed as soon as reasonably possible.

The Principal Partnership Manager, Enabler Function and Board Chair have the authority to make decisions that affect the projects and activities that they are responsible for delivering within the work plan.

The following matters are reserved to the Board and may not be delegated:

- approval of the annual work plan and any material changes to it;
- approval of the annual budget and any material in-year budget revisions;

- approval of Partner MoUs for the financial year;
- decisions that create or materially increase staffing establishment or wind-down liabilities (including changes to remuneration, grading, contractual hours, or material changes to staff terms and conditions);
- appointment, review, remuneration arrangements, or transfer of the Enabler Function;
- entering into, varying, or terminating contracts or commitments above £5,000 + VAT, or any contract that is politically sensitive/controversial;
- decisions to initiate a managed wind-down plan, terminate the partnership, or allocate wind-down liabilities and assets;
- approval of any procurement approach which materially changes risk exposure or involves a Partner organisation as a supplier.

Operational decisions may be taken by the Enabler Function and Principal Partnership Manager within the scope of the approved work plan and budget, including routine project management, stakeholder engagement, and procurement/contract management below the Board's approval threshold, in accordance with applicable procurement guidance and the financial controls set out in these Terms of Reference.

e. Financing the partnership

To ensure the financial sustainability of Highland Adapts, the Board will seek to cover the partnership's costs through financial contributions from Core Partner Organisations. Wherever possible these contributions shall be minimised through attracting external funding in line with the work plan agreed by the Board.

The Core Partners will:

- As soon as possible in each new financial year, agree to a financial commitment of support to Highland Adapts. In some cases, organisations may be partners without contributing financially, at the discretion of the Board, and will instead provide contributions in kind (knowledge, networks etc.)
- Where applicable, honour agreed commitments to provide financial contributions to support the ongoing work of Highland Adapts.

Memoranda of Understanding will be implemented between the Core Partner Organisation appointed to deliver the Enabler Function and other Core Partner Organisations to agree individual funding contributions for each financial year.

Contributions will be received on an annual basis. Should the funding not meet the required level, it will be at the discretion of the Board to decide the priorities for delivering a restricted work plan and/or requesting increased contributions.

f. Financial Management

The Board will agree the budget for Highland Adapts on an annual basis. Budgets for individual projects will be authorised by the Board. No financial commitments can be made on behalf of Highland Adapts without a decision made in accordance with the above.

The Enabler Function will only commit to payments to third parties/contracted work where funding has been secured in advance. The Enabler Function will not issue payment for externally contracted work, until it has been authorised in accordance with the following:

- Contracts or expenditure exceeding £5,000 + VAT require authorisation from either the Board or (if appropriate and authority separately delegated by the Board) the Board Chair
- Contracts or expenditure below £5,000 + VAT are at the discretion of the Enabler Function.
- Procurement must be in line with the guidelines given by Public Procurement in Scotland.

g. Risk, Financial Assurance, and Wind down Planning

The Board will provide assurance that Highland Adapts' running costs (including staffing) are scaled to confirmed funding and that exposure to unfunded liabilities is actively mitigated.

Accordingly, the Board will:

- approve an annual budget that is based on confirmed income and agreed Partner contributions for that financial year;
- maintain and review (at least quarterly) a partnership risk register, including explicit consideration of staffing-related liabilities and wind-down costs;
- agree appropriate controls to mitigate unfunded wind-down liabilities, which may include (where feasible) maintaining a reasonable contingency and/or agreed exit arrangements; and
- agree "early warning" triggers (e.g. forecast funding gap, material reduction in partner contributions, or loss of secured external funding) and the actions required, including scaling back activity and/or initiating a managed wind-down plan.

For the avoidance of doubt, the Board will not approve staffing or other recurring cost commitments unless it is satisfied that such commitments are affordable within confirmed funding and consistent with the agreed work plan.

6. Advisory Panel

6.1 Role

The Advisory Panel provides technical advice and practical input to inform the delivery of Highland Adapts. It supports the partnership by contributing expertise, reviewing outputs, and helping ensure that delivery is evidence-based, credible, and collaborative. The Advisory Panel does not hold decision-making authority over strategy, finances, or governance. These remain the responsibility of the Board.

6.2 Advisory Panel Representation

The Advisory Panel includes:

- Representatives from Core Partner organisations
- Representatives from Supporting Partner organisations
- Representatives from other stakeholder organisations

Representation on the Advisory Panel is based on subject matter knowledge and relevance to the partnership's delivery priorities. Organisations represented on the Advisory Panel are expected to actively contribute expertise and may also provide project funding or in-kind resources where appropriate. However, for the avoidance of doubt, no financial contribution is required to be a representative of the Advisory Panel. Potential representatives will be asked to

complete a short selection form to capture relevant details and ensure alignment with key projects or programmes being undertaken by Highland Adapts at a given time.

6.3 Operation

- The Advisory Panel aims to meet on an ad hoc basis.
- Advisory Panel discussions are summarised and shared with the Board via staff updates, to inform decision-making and project delivery.

6.4 Responsibilities

Representatives of the Advisory Panel are expected to:

- Attend meetings (schedules to be agreed dependant on the workstream) and actively contribute to discussions.
- Provide expert input to support the implementation of the Highland Adapts work plan.
- Explore opportunities to collaborate with staff and other partner organisations on projects and shared initiatives.
- Review and provide feedback on draft publications, resources, and other partnership outputs.

7. Enabler Function

7.1 Role

The Enabler Function is provided by one of the Highland Adapts Core Partners. The Enabler Function acts on behalf of all Core Partners to deliver the Highland Adapts partnership and activities agreed by the Highland Adapts Board, pool resources, employ and line-manage staff to support the delivery of the Highland Adapts partnership, and enable delivery of activities agreed by the Highland Adapts Board.

7.2 Appointment

- The Enabler Function is appointed by the Board for an agreed time interval.
- Where possible, the Highland Adapts Board will aim to appoint an Enabler Function for a period exceeding 12 months, to provide stability for the Enabler Function organisation in the planning and delivery of the Enabler Function role.
- The Enabler Function will next be reviewed by the Board in October 2026 to allow a six months' lead in time for implementing any changes.

7.3 Responsibilities

a. Financial Management

The Enabler Function will:

- Hold and responsibly manage the resources of the Highland Adapts partnership.
- Agree individual MoU's with partners to confirm funding contributions to meet the agreed Highland Adapts budget for expenditure.
- Work with the Board to identify and progress new funding and resourcing opportunities for the operation of Highland Adapts
- Provide the Board with quarterly finance reports.

b. Procurement

The Enabler Function will:

- Manage all Highland Adapts procurements, contracting and payments.

c. Staff Employment

The Enabler Function will employ and line-manage staff with the relevant knowledge and expertise to support the delivery of Highland Adapts.

In employing and managing staff to support Highland Adapts, the Enabler Function will ensure that employment commitments are aligned to confirmed funding and are structured to mitigate exposure to unfunded liabilities (including, where appropriate, use of fixed-term arrangements aligned to secured funding periods, appropriate notice provisions, and/or break clauses consistent with employment law and good practice).

Any proposal that would materially increase the partnership's potential wind-down liabilities (e.g. making roles open-ended where funding is time-limited, or increasing staffing establishment) must be explicitly highlighted to the Board and is subject to formal Board approval.

d. Transition to new Enabler Function

Where the Enabler Function is transferred to a new Highland Adapts partner organisation:

- Where applicable, the current partner organisation providing the Enabler Function will transfer the balance of the Highland Adapts budget, minus any contracted expenditure, to the new Enabler Function.
- The current Enabler Function must ensure that the Highland Adapts budget is provided to the new Enabler Function by the date agreed for the transfer of the Enabler Function.
- The current Enabler Function must transfer access to all Highland Adapts information, materials, and access to digital systems, including the Highland Adapts website.

7.4 Remuneration

The Enabler Function organisation may receive remuneration for the service it provides, as agreed by the Board. This remuneration is intended to ensure that the organisation hosting the Enabler Function is not placed at a financial disadvantage as a result of carrying out its responsibilities on behalf of Highland Adapts.

This should include:

- Overhead costs – to cover a fair proportion of the host organisation's indirect costs, such as office space, IT, human resources, payroll, legal support, and other administrative services associated with delivering the Highland Adapts work plan.
- Contingency costs – to allow for reasonable financial risk associated with delivering the Highland Adapts work plan, including redundancy liabilities, sickness cover, or other unplanned staffing-related expenditure.

The agreed remuneration arrangements will be clearly set out in a Memorandum of Understanding agreed between the Enabler Function and each Core Partner.

8. Staff

In the event that the Enabler Function is transferred to another organisation, staffing arrangements will be reviewed by the Board to ensure continuity and alignment with partnership priorities.

9. Conflicts of Interests

Representatives of the Board and Advisory Panel are expected to declare any conflict of interests, and records of such declarations will be kept. If any situation arises where a partner organisation:

- seems likely to express an interest in,
- is actively bidding for,
- is being considered for

a contract to be awarded on behalf Highland Adapts, or has been awarded such a contract, the representative of the partner organisation will withdraw from the meeting for that item. The representative must not speak in the meeting about the matter, unless specifically requested or authorised by the Chair to do so, for example to clarify any specific matter or detail. The representative will not vote on that item.

In addition to procurement-related conflicts, a conflict of interest may arise where a Partner Organisation (including the organisation providing the Enabler Function) has a direct organisational interest in a decision, including (without limitation) decisions relating to:

- remuneration or overheads payable to the Enabler Function;
- staffing establishment, recruitment, or changes to staff terms and conditions;
- budget allocations that materially benefit one Partner;
- wind-down planning, termination, or allocation of liabilities; and/or
- any contractual arrangement where a Partner may be a beneficiary.

Where such a conflict arises (or may reasonably be perceived to arise), the relevant representative will:

- declare the interest;
- withdraw from the discussion and any decision/vote on that item, unless the Chair determines that limited factual clarification is required; and
- ensure the declaration and the steps taken are recorded in the minutes.

Where the Chair considers it necessary for assurance, the Board may request that decisions with heightened conflict risk are taken only when a quorum of non-conflicted Core Partners is present.

10. Credit

All work of Highland Adapts will be credited principally to Highland Adapts itself. However, all content will reference that the partnership is made possible due to the contributions of Partner Organisations, with their logos and organisation names included wherever practicable. Where individual Partner Organisations promote the work of the partnership, they must ensure that the partnership's role is acknowledged.

11. Branding

The partnership logo and design style will be used only for Highland Adapts' products such as reports, website and meeting notes and other appropriate purposes authorised by the Board from time to time. Highland Adapts' stationery may be used only for Highland Adapts' business, and letters and other communications should be formatted according to any agreed standard. Letters using the Highland Adapts logo should only be issued for appropriate purposes,

typically by the Chair of the Board or staff. In all cases, copies, exactly as sent including signatures where appropriate, should be sent to the Chair so that a complete record of Highland Adapts' business can be maintained. The branding will also include, where practical and provided specific written authority has first been obtained, the logos of all Partner Organisations.

Where partner organisations have provided financial contributions towards the implementation of Highland Adapts' work, appropriate credit and acknowledgment shall be given in accordance with any contractual or funding requirements.

12. Intellectual Property

Each party involved in Highland Adapts including each partner organisation shall retain its respective rights in any pre-existing proprietary information and/or rights contributed to and shared for the purposes of Highland Adapts ("Background IPR"), and grants the others including the Board and Highland Adapts a non-exclusive, perpetual, irrevocable and royalty free licence to use its Background IPR for the purposes of Highland Adapts and for non-commercial research and development and teaching purposes. Any copyright, database and/or other intellectual property rights of whatsoever nature created during the term and course of Highland Adapts ("Foreground IPR") shall for the avoidance of doubt vest in the Crown, but on the basis that a non-exclusive, perpetual, irrevocable, royalty-free licence to use such Foreground IPR is granted to each partner organisation solely for the purposes of Highland Adapts and for non-commercial research and development and teaching purposes. Each partner organisation shall, and the Board on behalf of Highland Adapts shall, execute all such documents and do all such things as may be required to give full effect to this section 12.

13. Termination of the Partnership

In the event that Highland Adapts is terminated or enters a managed wind-down, the Board will identify committed and unavoidable liabilities that have been properly authorised in accordance with these Terms of Reference (including contractual commitments and employment-related liabilities). Subject to available funds, the Board will agree how such liabilities are met, normally in proportion to each Core Partner's confirmed financial contribution for the relevant financial year, unless otherwise agreed by the Board.

The Board will decide on the allocation of any remaining assets held by Highland Adapts (or on its behalf), informed by the recommendation of the Enabler Function.

14. Status of these Terms of Reference

Nothing in these Terms of Reference shall prejudice, conflict with or affect the exercise by any of the Parties of any of its functions, duties, powers, rights, jurisdictions and obligations conferred, arising or imposed or the exercise of any discretion under any legislative provision, enactment, byelaw or regulation whatsoever.

Approved by the Board on 30 April 2026.

Annex 1

Highland Adapts Core Partner Organisations as of June 2026

- Changeworks
- Highlands and Islands Climate Hub
- Highland and Islands Enterprise
- NHS Highland
- Verture
- The Highland Council
- Zero Waste Scotland
- Forestry and Land Scotland

Highland Adapts Supporting Partner Organisations as of June 2026

- NatureScot