

## Terms of Reference annual review

### 1 Purpose of the paper

This paper is to advise the Board that the FSS Board Terms of Reference (ToR) document is due for review (see Annex A).

#### 1.1 Decision

The Board is asked to:

- Discuss and provide a view on whether any changes are needed to the current Board ToR;
- Note that the Audit and Risk Committee (ARC) and Finance and Business Committee (FBC) have undertaken a review of their ToR's and the relevant changes have been made.
- Agree that the ToR for all groups / committees should undertake an annual review and the results brought to the Board in December of each year.

### 2 Background

2.1 The Board ToR was last reviewed in December 2024.

2.2 The Audit and Risk Committee reviewed their ToR on 26 November 2025, and agreed no changes were required.

2.3 The Finance and Business Committee reviewed their ToR on 18 November 2025, and changes were made at para 2, changing membership criteria to require '**appropriate financial knowledge**' rather than '**recent and relevant financial experience**'.

2.4 The word 'formally' was removed at para 8 to now read '**The FBC will report to the Board after each meeting**'.

### 3 Equality Impact Assessment and Fairer Scotland Duty

3.1 Equality Impact (EIA) and Fairer Scotland Duty (FSD) assessments are not considered necessary for this paper.

### 4 Conclusion/Recommendations

- Discuss and provide a view on whether any changes are needed to the current Board ToR;

- Note that the Audit and Risk Committee (ARC) and Finance and Business Committee (FBC) have undertaken a review of their ToR's and the relevant changes have been made; and
- Agree that the ToR for all groups / committees should undertake an annual review and the results brought to the Board in December of each year.

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**ANNEX A****FOOD STANDARDS SCOTLAND BOARD****TERMS OF REFERENCE****Purpose**

1. 'The Board' is the informal term which designates the collective Members of Food Standards Scotland (FSS), who, in accordance with the Food (Scotland) Act 2015 ("the 2015 Act"), were appointed through the public appointments process by the Scottish Ministers. The Board exists to represent the public interest and ensure consumer focus, to set strategy for FSS, and to take major decisions on policy and key issues of principle, informing advice given to the Scottish Ministers.
2. The Board has overall collective responsibility for the actions and decisions of FSS. It is responsible for ensuring that FSS achieves its statutory objectives to protect and improve public health and consumers' interests in relation to food, and that it carries out its functions effectively, economically and efficiently. The Board is accountable directly to the Scottish Parliament for policy delivery, compliance with statutory duties and performance against agreed strategic objectives.
3. The Board also, through the Chair, appoints the Chief Executive and holds them accountable, and supports the Chief Executive in the discharge of their role as Accountable Officer.

**Delegation**

4. The Board may delegate to Committees certain functions mainly associated with corporate governance of FSS.

**Responsibilities:**

5. The Board will:
  - Set the strategic direction for FSS within a framework of prudent and effective controls which enable risk to be assessed and managed;
  - Lay out FSS's standards and values and be responsible for ensuring that FSS's obligations to its stakeholders and the wider community are

understood and met;

- Approve the Corporate Plan;
- Ensure that FSS achieves its statutory objectives to protect and improve public health and consumers' interests in relation to food;
- Consider and advise on strategic risks;
- Take decisions on key issues of principle and policy, including those on which advice is to be given to Ministers;
- Appoint the Chief Executive in line with the relevant Civil Service rules and, through the Chair hold the Chief Executive accountable for FSS's performance;
- Scrutinise the financial and other performance information relating to FSS and advise the Chief Executive in the discharge of the Accountable Officer responsibilities;
- Approve the annual business plan and maintain oversight of major financial decisions in line with that plan;
- Establish such committees as it sees fit. The terms of reference and reporting arrangements of such Committees will be agreed by the Board and reviewed annually;
- Receive regular reports from Committees and approve recommendations of Board Committees (where powers are not delegated) ;
- Approve Standing Orders for the Board and any Committees of the Board; and
- Approve the Annual Report.