

Jigsaw Board of Directors

Terms of Reference

The Jigsaw Board of Directors is responsible for overseeing the proper management of the organisation. In particular it has a collective responsibility for:

- Acting in the best interests of Jigsaw and for the users of their services and their staff;
- Acting on the recommendations of the Board Subcommittees;
- Ensuring that appropriate clinical and professional governance arrangements are in place;
- Providing strategic guidance;
- Monitoring the activities and effectiveness of the CEO and management team;
- Ensuring effective systems are in place for identifying and managing risk;
- Ensuring the adequacy of internal financial controls; and
- Accounting accurately to the State and other funders of its activities.

Members of the Board of Directors should act on an informed basis, in good faith, with due diligence and care, and in the best interests of Jigsaw to ensure that public monies are applied for the purpose they have been provided.

The membership of the Board of Directors / Governing Body should reflect diversity in terms of gender, skills and areas of competency.

Responsibilities of the Board of Directors

The Board of Directors is responsible for compliance with all statutory obligations applicable to Jigsaw that may be set out in the legislation governing the establishment of the body or in other relevant legislation or as set out in the Service Arrangement between the HSE and Jigsaw. The Board of Directors should satisfy itself that all such obligations are identified and made known to it.

The Board of Directors should have effective internal Codes of Governance in place, including an adequate system of internal controls to ensure compliance with laws and regulations, and should use the following documents (among other relevant publications) as a guide in drawing up such Codes of Governance:

- The HSE Code of Governance.
- The Code of Practice for the Governance of State Bodies.
- The Charities Regulator – Charities Governance Code

The Board of Directors should review annually the effectiveness of Jigsaw's system of internal controls, including financial, operational and compliance controls and risk management. This must include the number and use of bank accounts and credit card accounts.

The Board of Directors should put in place procedures whereby employees may raise concerns, in confidence, about possible irregularities in financial reporting or other matters and for ensuring meaningful follow-up of matters raised in this way.

The Directors should ensure that the business is a going concern with supporting assumptions or qualifications as necessary.

The Directors are collectively responsible for the business of the organisation and are the trustees of its assets. Directors must, therefore, act with due care and diligence.

Reserved Functions of the Board of Directors

The Board of Directors should assure itself that it has clearly documented the range of responsibilities that it reserves to itself. At a minimum, these should include:

- Putting in place a clear scheme of delegation of accountability from the Board of Directors to the CEO;
- Approval of strategic and annual service plans;
- Approval of annual budgets;
- Approval of significant procurement contracts, acquisitions, disposals and retirement of assets of Jigsaw or its subsidiaries. The Board of Directors should specify clear quantitative thresholds for contracts above which Board of Directors approval is required and should approve the terms of major contracts;
- Approval of risk management policies;
- Oversight of senior management remuneration. The Board of Directors must ensure that it has proper oversight of remuneration within the organization;
- Approval of annual reports and audited financial statements. (There is a requirement to publish the audited annual financial statements on Jigsaw's website);
- Approval of the Annual Compliance Statement prior to submission to the HSE; and
- Appointment of the CEO and assessment of the performance of, and succession planning for, the CEO.

Chairperson's Role and Duties

Unless otherwise provided for by Statute, the Members of the Board of Directors, should elect the Chairperson. The appointment should be for a period not exceeding 3 years in line with the duration of the term of office of Members. At the end of 3 years, the Chairperson can be re-appointed for a maximum of a further 3 years.

The Chairperson must oversee the orderly operation of the Board of Directors and ensure that there is appropriate interaction between Jigsaw and the Executive as its primary funder.

The roles of Chairperson and CEO should not be exercised by the same person.

Conducting the business of the Board of Directors

The Board of Directors should meet regularly, with proper records of meetings and decisions taken at meetings maintained and signed by the Chairperson, after being adopted at the subsequent meeting of the Board of Directors.

The collective responsibility and authority of the Board of Directors should be safeguarded. All Members must be afforded the opportunity to fully contribute to Board of Directors deliberations while excessive influence on Board of Directors decision-making by one or more individual Members should be guarded against.

The Board of Directors should be supplied with information which is of a suitable quality to enable Members to satisfactorily discharge their duties. In this regard, the Board of Directors should:

- Develop and adopt formal Standing Orders for its meetings covering issues such as the management of meetings, the Quorum and Voting Rights, the requirements for attendance at Board of Directors meetings, disclosure of interests, establishment of committees, etc.
- Have in place a procedure for recording the concerns of Members that cannot be resolved.
- Ensure that the names of each Member are set out in Jigsaw's Annual Report and that the attendances of each Member at Board of Directors meetings are reported in the Annual Report.

Evaluating the effectiveness of the Board of Directors

The Chairperson should on an annual basis, and together with the Board of Directors undertake a formal review of the Board of Directors' performance for the previous year.

Establishing committees

The Board of Directors is also responsible for overseeing and challenging the work of the CEO and Management Team, ensuring that systems of internal controls are in place, including financial controls, and that risk is managed, and for overseeing the remuneration of the employees of the organisation.

The Terms of Reference for each committee should be specified in writing, approved by the Board of Directors, and reviewed annually.

Membership of each committee should comprise non-executive and independent/external members.

Nominations (Part of the HR & Governance Subcommittee)

The Board of Directors should satisfy itself that, where appropriate, plans are in place for the orderly succession of appointments to the Board of Directors so as to maintain an appropriate balance of skills and experience within Jigsaw and on the Board of Directors and to ensure progressive refreshing of the Board of Directors. In this regard, the Board of Directors should have a committee to deal with Nominations.

External member of Board Subcommittees

The Board of Directors should approve the appointment of external members to Board Subcommittees. Such appointments are made to ensure that Jigsaw has available to it particular expertise and specialised skills and experience relevant to the work of the subcommittees. External members are appointed to Subcommittees for a maximum of two consecutive terms of consisting of three years each.

Code of Conduct

The Board of Directors / Governing Body is required to produce a Code of Conduct for Members and for its staff. It should identify the relevant provisions regarding conduct/conflicts of interest in the governing legislation of the body. The Codes should also set out procedures for addressing conflicts of interest.

The Board of Directors should ensure that:

- It has a written Code of Conduct for its Members and one for its employees;
- Both Codes of Conduct has been approved by the Board of Directors;
- The Codes are published on Jigsaw's website and has been circulated to all Members, management and employees;
- All staff of Jigsaw are made aware of the provisions of and procedures regarding Protected Disclosures of Information; and

- In a Board of Directors resolution, formal procedures are laid down whereby Members, in the furtherance of their duties, may take independent professional advice, if necessary, at the reasonable expense of Jigsaw. Such procedures should also be set out in the Code of Conduct for Members.

Reviewed by the HR & Governance subcommittee on 27th February 2020

Approved by the Board at their meeting held on 24th March 2020.