

**JIGSAW**

Young people's  
health in mind

**Board of Directors**

**Code of Conduct**

**September 2016**

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## **INTRODUCTION**

The present document constitutes the Code of Business Conduct for the Board of Directors of Jigsaw, (National Centre for Youth Mental health (CLG)). This Code has been prepared via a participative approach, and has been approved by the Board taking into account the implications of the Ethics in Public Office Act.

The document outlines the general principles that govern the operation of the Board of Jigsaw. In general, the following Code sets out the basic objectives of Directors including:

- the establishment of an agreed set of ethical principles;
- the promotion and maintenance of confidence and trust;
- the prevention of development or acceptance of unethical practices.

The document is not intended to be an exhaustive list of guidelines and will be subject to review on an annual basis. It is not foreseen that any guidelines contained in this document will cause difficulties to the Directors, as the Jigsaw Board has always operated with the highest standard of integrity and professionalism.

Jigsaw will take all necessary measures to ensure that the Code of Conduct receives the widest possible publicity. A copy will be given to existing and new members of the Board and the document will also be made available on the Jigsaw website. Jigsaw will make this code available to interested parties, as a recommended best practice document. Directors will be required to indicate in writing that they have received and understood the document. Breaches of the code may result in the Director ceasing to be a member of the Board.

**Signed** \_\_\_\_\_

**Date**

**Chair  
Jigsaw**

## **GENERAL PRINCIPLES**

The principles, which underpin the general ethos of this code, are set out below:

### **1 LOYALTY**

- The Directors shall acknowledge the responsibility to be loyal to Jigsaw's aims and objectives and be committed to its activities, while mindful that the organisation itself must take into account the interests of funders, beneficiaries and the public;
- The Board should acknowledge the duty to conform to the highest standards of business ethics.

### **2 INTEGRITY**

- The Board have a commitment to act ethically and honestly;
- The Board will ensure that the accounts/reports accurately reflect their business performance and are not misleading or designed to be misleading;
- The Board will not use Jigsaw resources or time for personal gain, for the benefit of persons/organisations unconnected with the body or its activities or for the benefit of competitors;
- The Board of Directors will disclose any outside employment/business interests in conflict or in potential conflict with the business of the body.

### **3 DISCLOSURE OF INTERESTS**

- All Directors will be asked to declare any conflict of interest at the beginning of all meetings of the Board and subcommittees.
- In compliance with the Ethics in Public Office, each Director will, on an annual basis, furnish a statement of interest to the Company Secretary of Jigsaw;
- This statement should include details relating to his/her employment and all other business interests including shareholdings, professional relationships etc., which could involve a conflict of interest or could materially influence the member in relation to the performance of his/her functions as a member of the Board. Any interests of a member's family of which he/she could be expected to be reasonably aware or a person or body connected with the member which could involve a conflict of interest or could materially influence the member in the performance of his/her functions should also be disclosed. For this purpose persons and bodies connected with a member should include:
  - (a) a spouse, parent, brother, sister, child or step-child;
  - (b) a body corporate with which the member is associated;
  - (c) a person acting as the trustee of any trust, the beneficiaries of which include the member or the persons at (a) above or the body corporate at (b) above; and
  - (d) a person acting as a partner of the member or of any person or body who, by virtue of (a) - (c) above, is connected with the member.
- Each member should furnish to the Secretary details of business interests of which he/she becomes aware during the course of his/her directorship;

- Where it is relevant in any matter which arises, the member should be required to indicate to the Secretary the employment and any other business interests of all persons connected with him/her, as defined above;
- If a member has a doubt as to whether this Code requires the disclosure of an interest of his/her own or of a connected person, that member should consult the Chair of the Jigsaw Board;
- Details of the above interests should be kept by the Secretary in a confidential register and should be updated on an annual basis. Changes in the interim should be notified to the Secretary as soon as possible. Only the Chair, Company Secretary and Chief Executive of the body should have access to the register;
- Should a matter relating to the interests of the Chair arise, he/she should depute the Vice Chair or another Director to chair the Board meeting and should absent himself/herself when the Board is deliberating or deciding on a matter in which the Chair, or a person or body connected with the Chair, has an interest;
- Board or Company documents on any case that relate to any dealings with the above interests should not be knowingly made available to the member concerned prior to a decision being taken. (Such documents should be taken to include those relating to cases involving competitors to the above interests). Decisions once taken should be notified to the member;
- As it is recognised that the interests of a Director and persons connected with him/her can change at short notice, a Director should, in cases where he/she receives documents relating to his/her interests or of those connected with him/her, return the documents to the Secretary at the earliest opportunity;
- A Director should absent himself/herself when the Board is deliberating or deciding on matters in which that member (other than in his/her capacity as a member of the Board) or a person or body connected with the member has an interest. In such cases a separate record (to which the Director would not have access) should be maintained;
- Where a question arises as to whether or not a case relates to the interests of a Director or a person or body connected with that Director, the Chair of the Board should determine the question.

#### **4 INFORMATION**

- The Board of Directors will conduct its activities in a confidential and objective manner;
- The Directors will support the Management and employees of Jigsaw for the provision of access to general information relating to the body's activities in a way that is open and that enhances its accountability to the general public;
- Directors have a commitment not to acquire information or business secrets by improper means;

- Members of the Board are not permitted to disclose any confidential information obtained while performing or as a result of performing any activities on behalf of Jigsaw. The above requirements do not apply to information already in the public domain or in the possession of the person prior to undertaking the activities;
- The Directors will comply with relevant statutory provisions (e.g. Data Protection Act, Freedom of Information Act);
- Based on the latter, Directors will respect the confidentiality of sensitive information held by Jigsaw This would constitute material such as:
  - commercially sensitive information (including but not limited to future plans or details of major organisational or other changes such as restructuring)
  - personal information
  - information received in confidence by Jigsaw
- Directors will observe appropriate prior consultation procedures with third parties where, exceptionally, it is proposed to release sensitive information in the public interest;
- Former Directors should treat commercial information received while acting in that capacity as confidential.

## **5 LEGAL OBLIGATIONS**

- Directors of bodies incorporated under the Companies Acts have duties under these Acts and it is the responsibility of each Director to act in conformity with the applicable provisions of those Acts;
- The Board will fulfil all regulatory and statutory obligations imposed on Jigsaw;
- The Board of Jigsaw shall act according to law and apply the rules and procedures laid down in Irish and relevant European legislation. The Board shall take due care that decisions which affect the rights or interests of individuals have a basis in law and that their content complies with the law;
- Where individual Board members become aware of non-compliance with any legal obligation, they should immediately bring this to the attention of their fellow Board members with a view to having the matter rectified;
- Directors shall comply with Jigsaw tendering and purchasing policies, as well as comply with prescribed levels of authority for sanctioning any relevant expenditure.

## **6 BOARD OPERATIONS**

- Directors should use their reasonable endeavours to attend every Board meeting;
- The Board endeavours to meet six times a year, and retains full and effective control over the body and monitor the executive management and performance of Jigsaw;

- A Director who absents himself/herself from three consecutive Board meetings will be deemed to have resigned as a Director of the company unless the Chairman determines otherwise. This is on the understanding that the Director will be notified in advance of this taking effect;
- A Director who wishes to resign from the Company may do so by letter addressed to the Secretary and with effect from the receipt of such letter by the company, such member shall cease to be a member of the Company;
- At each Annual General Meeting, one third of the Directors of the company shall be required to retire with effect from the end of the meeting;
- The Directors to retire in every year shall be those who have been longest in office since their last appointment and as between persons who become Directors on the same date, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot;
- Retiring Directors shall be eligible for re-nomination and appointment. However, no Director shall be entitled to serve on the Board of Directors for more than three consecutive three year terms;
- Following completion of the maximum period as a Director, a former Director can serve on a sub-committee of the Board as an ex-officio member.
- The quorum necessary for the transaction of business of the directors may be fixed by the Directors. It shall be 1/3 of members plus 1 including one of the officers - Chair, Deputy Chair and Treasurer.
- The Board should have a formal schedule of matters specifically reserved to it for decision to ensure that the direction and control of the body is firmly in its hands.

The Board exercises this function of reserved matters principally through four board subcommittees.

1. The **HR and Governance sub-committee** is concerned with matters relating to overseeing policies and procedures for the recruitment and employment of staff and ensuring that good Governance structures are in place. Specifically this sub-committee is also responsible for:
  - the appointment, remuneration and assessment of performance of the CEO;
  - to make recommendations regarding board composition and skills mix and review as the organisation develops.
2. The **Finance sub-committee's** reviews, with the management team, the financial and operational performance of Jigsaw against the goals, as agreed by the board. Specifically this sub-committee is concerned with the following:
  - significant acquisitions, disposals and assets of the body;  
all acquisitions must be line with board approved annual budgets.  
prior advance, individual and specific board approval is required for;  
any capital acquisition over €10,000

any long term financial commitments (beyond one year)  
any borrowings facility

- major investments and capital projects, delegated authority levels, treasury policy and risk management policies;
- approval of terms of major contracts;
- approval of annual budgets and corporate plans;
- production of annual reports and accounts;
- amendments to pension benefits of the CEO and staff.

3. The **Audit sub-committee** is concerned with audit and financial controls and compliance and reports to the Board.

4. The **Quality and Safety sub-committee** is concerned with overseeing the development by the Executive of a quality and safety programme for Jigsaw. It also ensures compliance with all regulatory and legal requirements to assure quality, safety and risk management.

Additional matters reserved for the Board

- appointment, remuneration and assessment of performance of the CEO.
- The collective responsibility and authority of the Board should be safeguarded. Excessive influence on Board decision-making by individual members should be avoided, while allowing Board members opportunity fully to contribute to Board deliberations;
- In the event if an equality of votes, the Chair of the Board of Directors shall have the casting vote;

## 7 **FAIRNESS**

- The Directors are committed to fairness in all business dealings and will value and treat all clients equally;
- Directors must comply with employment equality and equal status legislation;
- When taking decisions, the Board of Jigsaw shall ensure that the principle of equality of treatment is respected. The Board shall in particular avoid any unjustified discrimination based on gender, civil status, family status, sexual orientation, religion, age, disability, race or membership of the travelling community;
- Jigsaw is an equal opportunities employer and requires that staff appointments are made based upon demonstrably objective criteria and that recruitment procedures are always adhered to.

## 8 **IMPARTIALITY AND INDEPENDENCE**

- It is recognised that each Director when taking decisions must always act in the interest of the Company as a whole and not in the interest of only a section of the members of the Board;
- The Board shall be impartial and independent. They shall abstain from any preferential treatment on any grounds whatsoever;



- They shall not be guided by any inappropriate influences of whatever kind, including political influences, or by personal interests;
- When taking decisions, Directors shall take into consideration the relevant factors and give each of them its proper weight in the decision, whilst excluding any irrelevant element from consideration.

## **9 EXERCISE OF POWER**

- Director's powers shall be exercised solely for the purposes for which they have been conferred. Directors shall in particular avoid using those powers for purposes which have no basis in the law or which are not motivated by any public interest.

## **10 HOSPITALITY**

- Directors shall avoid the giving or receiving of corporate gifts, hospitality, preferential treatment or benefits which might affect or appear to affect the ability of the donor or the recipient to make independent judgement on business transactions;
- Jigsaw Board members may not approach any business with which they have contact through their official duties seeking sponsorship or support for any club, association, trade union or other organisation;
- It is impossible to lay down hard and fast rules covering the acceptance of hospitality in all possible circumstances. The overriding concern is that the actions of Jigsaw Board members be above suspicion and not give rise to any conflict of interest, and that their dealings with commercial and other interests should bear the closest possible scrutiny. It is accepted that Board members should not be put in a position where they cannot accept what are regarded as normal courtesies in business relationships. That being said, in their contacts with outside organisations or persons, every care must be taken by Jigsaw Board members to ensure that their acceptance of hospitality does not influence them, and could not reasonably be seen to influence them, in discharging their official functions;
- The following general guidelines provide a framework within which decisions in this area can be made:
  - No objection would normally be taken to the acceptance of what is regarded as routine hospitality, the most obvious example being a business lunch. What may be regarded as "routine" for this purpose will depend on a number of factors such as the value of the hospitality offered, the frequency of offers, whether there is an element of reciprocity and the circumstances in which it is offered (for example whether it is offered by a company to all its customers or is directed at specific customers or potential customers). Certain types of hospitality (for example involving traveling abroad or holiday weekends) should not be regarded as routine.
  - Board members should not accept offers of hospitality which go beyond the routine practices referred to above, except where acceptance of such an offer can be clearly shown to be in the interest of Jigsaw and has been approved by other Board members.

## **11 WORK/EXTERNAL ENVIRONMENT**

- The Board will place the highest priority on promoting and preserving the health and safety of Jigsaw employees;
- They will ensure that public concerns are taken into consideration and will endeavour to minimise any detrimental impact of the operations on the environment.

## **12 RESPONSIBILITY**

- The Chair of the Board will ensure circulation of this Code of Business Conduct to all Directors for their retention;
- The Directors must acknowledge in writing receipt of the code and understanding of same.

## **13 REVIEW**

- The Directors should review annually the effectiveness of the body's system of internal controls, including financial, operational and compliance controls;
- The Directors have a commitment to review the Code of Conduct on an annual basis;
- The Directors have a commitment to review the training needs of the Board on an annual basis;
- The functions and performance of the Directors will be reviewed on an annual basis.

END

September 2016