

Jigsaw Board of Directors

Terms of Reference – March 2025

1. Collective Responsibility

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;
- Advising and supporting the Chairperson, Chief Executive Officer and Senior Management Team (SMT).
- Ensuring that appropriate clinical and professional governance arrangements are in place;
- Providing strategic guidance;
- Monitoring the activities, performance and effectiveness of the CEO and Senior Management Team;
- Ensuring effective systems are in place for identifying and managing risk;
- Ensuring the adequacy of internal financial controls;
- Being fully informed about strategic issues and changes affecting Jigsaw and the environment in which it operates; and
- Accounting accurately to the State and other funders of its activities.

2. Duties

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.

3. 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 other State bodies, 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, risk management and quality assurance. 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 assess that the organisation is a going concern on a regular basis and at least once a year, 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.

4. 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 – see appendix 1.
- 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;
- Significant acquisitions, disposals and assets for Jigsaw over the value of €100,000
- All acquisitions must be line with Board-approved annual budgets. Prior advance, individual and specific Board approval is required for: -
 - - Any capital acquisition over €100,000;
 - - Any long-term financial commitments (beyond one year);
 - - Any lending or overdraft facility.
- Approval of risk management policies;
- Oversight of senior management remuneration.
- The Board of Directors must ensure that it has oversight of remuneration policy within the organisation;
- 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;
- Approval of Charities Institute of Ireland Triple Lock self-certification;
- Approval of Charities Regulator Governance Code compliance, and
- Appointment of the CEO and assessment of the performance of, and succession planning for, the CEO.

5. 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.

6. 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.

7. Membership

Only members of the Board have the right to attend Board meetings. However, other individuals such as the Chief Executive Officer, Company Secretary, minute taker and members of the SMT or other staff or youth volunteers may be invited to attend for all or part of any meeting, as and when appropriate or necessary.

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.

8. 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. As required by the HSE ACS, the governance arrangements in Jigsaw are subject to ongoing internal review, along with an annual formal review of the Board's performance for the previous year, supported by an external evaluation at least every three years.

The Board Chair will call a joint meeting of the Chairs of each of the Subcommittees, at least annually.

9. 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 policy 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.

10. 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.

11. 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 specialise skills and experience relevant to the work of the subcommittees. External members are appointed to Subcommittees for a maximum of three consecutive terms of consisting of three years each.

12. 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
- Members, in the furtherance of their duties, may take independent professional advice, if necessary, at the reasonable expense of Jigsaw. The approval of the Board is required in advance. Such procedures should also be set out in the Code of Conduct for Members.

Terms of Reference to be reviewed no later than March 2026.

Reviewed by the HR and Governance Subcommittee at their meeting on 11th February 2025.

Approved by the Board at their meeting held 25th March 2025.

Appendix 1

Delegated Authority for CEO and Staff

Delegated Authority for CEO and staff includes the following:

Signing of Documents (for documents that do not specifically request a Board Member signature):

- All of the following is subject to the requirement that any documents or contracts in excess of €100,000 require Board approval before they can be signed.
- The CEO can sign any legal document or contract.
- The CEO and/or HR Director can sign all HR employment contracts (excluding any contract relating to their own positions).
- The CEO and / or the Director of Finance & Operations can sign all funding applications and contracts with suppliers.
- Other Members of the SMT can sign contracts with suppliers up to the value of €10,000.

Banking:

The operation of four bank accounts (BOI Main Current a/c, BOI Deposit a/c, BOI Fundraising Current a/c and AIB Payroll a/c) with a structure of authorised cheque signatures which are limited to the CEO, Director of Finance & Operations, Finance Managers and four named Board Directors with the following limits:

Cheque signing

Up to €1,000: one cheque signatory

Over €1,000: two cheque signatories

Banking Online

Two authorisers are required for all online payments.

In addition to those named as cheque signatories above, the Finance Coordinator can be one of the two required online payment authorisers.

Salary Changes:

Delegated authority is invested in the CEO to approve salary increases for staff members where additional responsibilities, relevant to their grade(s) are allocated, and will be done in consultation with the HR & Governance subcommittee.

Day to Day Operations:

The Board delegates day to day operational responsibilities for Jigsaw to the CEO, who will then further delegate to the SMT. The CEO and SMT are required to report and/or consult with the Board and/or Subcommittees regarding significant issues affecting Jigsaw such as the threat to the operation/continuation of services and supports or reputational risk to the organisation as they arise.