

**Jigsaw**  
**Terms of Reference for the**  
**HR and Governance Subcommittee**

**Objective:**

The HR and Governance Subcommittee is a standing committee of the Board of Directors whose primary objective is to provide strategic advice and exercise oversight of the HR & Governance function of Jigsaw.

**Responsibilities:**

- HR
  - To provide oversight to ensure that the HR programme of work is aligned to Jigsaw's Strategic Plan *Together* (2022-2025)
  - To periodically review terms and conditions, policies and practices relating to the recruitment, retention and turnover of staff;
  - To monitor staffing levels generally; review and make recommendations regarding newly created appointments; and consider workforce planning.
  - To consider CEO remuneration and staff remuneration policy, to make recommendations in relation benchmarking and setting salary ranges and have oversight of the policy re same.
  - To exercise oversight to ensure fairness, consistency, equality and objectivity in Jigsaw's dealings with its staff thereby promoting a positive working environment and industrial relations climate.
  - To have oversight of Jigsaw's financial, ethical and legal responsibilities to employees and to recommend measures to be put in place as required, to ensure compliance with these responsibilities.
  - To provide input and decision where necessary and appropriate, for exceptional HR related matters, referred by the CEO.
  - To provide advice in relation to the strategic development of Jigsaw including the setting of an appropriate cultural tone and have oversight of how a positive organisational culture is maintained.
  - To provide updates to the Board as appropriate, on significant human resources-related issues within the Jigsaw, as they arise.
  - To provide support where necessary in relation to internal grievances. In such cases the Chair and members of the Subcommittee can be formally part of a grievance process (for example, if an internal grievance arises involves a member of senior staff).
  - To support the recruitment and selection of the CEO through the involvement of the Subcommittee Chair.

- Governance
  - To have oversight of governance policies and procedures, and that they are developed and implemented in line with best practice, e.g. CRA Governance Code and HSE Annual Compliance Statement.
  - To ensure the Jigsaw has appropriate systems in place to address any potential conflicts of interest or ethical breaches in its operations and structure, and to bring any matters arising to the attention of the Board.
  - To have oversight on progress towards promoting diversity, equity and inclusion in Jigsaw
  - To review evidence of compliance with statutory, contractual and best practice codes, including Health and Safety, annually and as required and make recommendations for board governance.
  - To oversee the effectiveness of Jigsaw's risk management approach on risk issues relevant to HR & Governance
  - Identify risk areas, their likelihood of occurrence, and annually report on key risks to the Audit & Risk subcommittee as appropriate. Suggest approaches to mitigate against HR & Governance risks
  - Oversee the development by the Executive Management Team of a quality programme for HR & Governance in line with agreed Quality Assurance Framework and Improvement Strategy
  - To ensure compliance with a Code of Conduct for Directors (including conflict of interest /loyalty).
  - To ensure that the Jigsaw has appropriate systems in place through which staff can make protected disclosures about possible improprieties.
  - To make recommendations regarding Board recruitment, composition and skills mix and review as the Jigsaw develops. In particular:
    - Developing and recommending to the Board of Directors formal, rigorous and transparent procedures for the identification, selection and appointment of Board of Directors members;
    - Reviewing and monitoring the membership needs of the Board of Directors and its subcommittees; and
    - Ensuring that the search for Board of Directors candidates is conducted, and appointments made, on merit, against objective criteria and with due regard for the benefits of diversity on the Board of Directors, including gender and skill mix.

**Membership:**

The Subcommittee shall consist of a Chairperson, who is a Board member (but not the Chair of the Board), at least two other Board members and external members.

The Subcommittee shall appoint a secretary who shall assist the Committee in the performance of its functions. The HR Director, as a member of the Jigsaw Executive, shall act as secretary to the subcommittee.

The staff member acting as the secretary for the Subcommittee shall take the meeting minutes and ensure all appropriate documentation is prepared, and distributed to the members in time to allow adequate preparation for the meetings.

The Jigsaw Board from among their members shall fill casual vacancies occurring in membership of this committee. The Board will also consider proposals in relation to the replacement of external members.

**Frequency of Meetings and Quorum:**

The Subcommittee shall meet not less than four times per year or more frequently if the business requiring its attention should so dictate. A quorum at each meeting shall be two members, one of whom must be a Board member.

**Reporting to the Board:**

The chair of the Subcommittee should report to the board on the activities of the Subcommittee at each board meeting. The Subcommittee will present verbal and/or written reports to the Board.

The Subcommittee meetings will be minuted and these minutes will be circulated to the Board.

The Subcommittee's work should be fully and accurately reflected on the Board's agenda and minutes.

**Authority:**

The HR and Governance Subcommittee has the authority to seek any information it requires from the organisation's management, employees, and external advisors in order to fulfil its duties.

The Subcommittee may also engage external advisors to assist in its work, subject to the approval of the board.

**Review:**

The Subcommittee shall conduct an annual self-review of its performance and shall review its terms of reference at least once a year.

The Subcommittee will have a clear procedure for managing conflicts of interest among Subcommittee members and ensuring that any potential conflicts are identified and disclosed.

**Communication:**

Establish clear communication and reporting procedures between the Subcommittee and the rest of the board, which should be in line with the regular reporting schedule, to ensure that the board is kept informed of the Subcommittee's activities and recommendations.

Terms of Reference to be reviewed no later than: February 2024

Reviewed by the HR and Governance Committee on: 1<sup>st</sup> February 2023

Approved by the Board on: 21<sup>st</sup> March 2023