

Governance Committee Charter

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SWOP NSW Executive Committee		18/07/2025

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1. Purpose

This Charter defines the purpose, structure, and responsibilities of the Governance Committee of SWOP NSW. It ensures that the Committee operates in line with SWOP NSW's Constitution, the principles of peer-led governance, and contemporary standards for ethical and effective oversight.

2. Scope

This Charter applies to all members of the SWOP NSW Governance Committee and sets the standard for collective decision-making, strategic leadership, and interaction with the CEO. It should be read in conjunction with the Governance Roles and Responsibilities Policy, which provides additional detail about the authority, expectations, and boundaries of the Governance Committee and CEO.

3. Definitions

Term/Acronym	Definition
Governance Committee	The governing body of SWOP NSW responsible for strategic oversight, organisational performance, policy approval, and supervision of the CEO.
Chief Executive Officer (CEO)	The most senior employee of SWOP NSW, responsible for all operational and day-to-day management decisions and accountable to the Governance Committee.
Operational Matters	Tasks and decisions relating to the internal management of programs, services, staff, and finances under the CEO's authority.
Strategic Governance	The Governance Committee's responsibilities for oversight, risk, compliance, and direction-setting at a high level.
Delegation of Authority	The formal assignment of specific decision-making powers from the Governance Committee to the CEO or from the CEO to staff, within defined limits.
Collective Authority	The principle that the Governance Committee only holds governance powers as a group and not as individuals.
Conflict of Interest	A situation where personal, financial, or social interests could improperly influence a member's impartiality in governance decisions.
Dispute Register	A confidential record maintained by the Secretary documenting any formal governance-level disputes and their resolution.

4. Governance Functions

The Governance Committee is responsible for:

- Strategic direction and oversight
- Approval of the Strategic Plan, Budget, and key governance policies
- Monitoring organisational performance, risk, and compliance
- Appointment, support, and performance review of the CEO
- Ensuring that governance reflects SWOP NSW's peer-led, lived experience model
- Consulting with members and ensuring SWOP's governance reflects community input
- Enhancing SWOP NSW's public standing and stakeholder relationships
- Ensuring adequate resources and their effective management
- Upholding legal, ethical, and funding compliance
- Evaluating Governance Committee performance annually

5. Delegations of Authority

The Governance Committee delegates operational authority to the CEO as defined in the Governance Roles and Responsibilities Policy and Financial Delegations Policy. Committee members act collectively and do not exercise individual authority. Operational decisions and management of staff are the sole responsibility of the CEO.

Note: *The CEO is responsible for the development, approval, and implementation of operational policies and procedures. Governance Committee endorsement is only required for policies with governance, strategic, or legal significance.*

6. Meetings and Procedures

- Scheduled meetings must follow agreed procedures and agenda formats
- Decisions require quorum and are recorded formally
- Committee members must declare and manage conflicts of interest
- Minutes must be formally adopted and securely stored; resolution tracking is maintained

7. Governance Conduct

- Uphold the Governance Committee Code of Conduct

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- Maintain appropriate boundaries between governance and operations
 - Communicate with staff only via the CEO unless otherwise authorised
 - Maintain confidentiality and impartiality in all matters
 - Support collective responsibility for decisions and Committee culture

8. Officer Roles

- **President:** Chairs meetings, liaises with the CEO, leads CEO performance planning, and provides governance leadership
- **Vice President:** Supports the President and Committee, manages member leave and succession planning, and liaises with Committee members
- **Secretary:** Prepares and distributes agendas and minutes, maintains the resolution register, and ensures compliance with meeting procedures
- **Treasurer:** Provides financial oversight, chairs audit and risk subcommittees, and advises on financial matters

9. Induction and Training

- All Committee members must undertake a formal induction within three months of appointment
- Members must sign the Code of Conduct and complete annual governance training

10. CEO Relationship

The CEO is accountable to the Governance Committee as a whole. The President may act as a liaison but does not hold operational authority. The Committee must provide a safe, respectful, and supportive governance environment for the CEO.

11. Charter Review

This Charter will be reviewed every two years or earlier if required due to structural or strategic change.

12. Version Control

Date:		Reason for Change:	Change Description:	Author:	Issue No:
18/07/2025		Wholesale review of governance framework	New Charter that defines the purpose, structure, and responsibilities of the Governance Committee of SWOP NSW. It ensures that the Committee operates in line with SWOP NSW's Constitution, the principles of peer-led governance, and contemporary standards for ethical and effective oversight.	Kerrie Jordan, CEO	1.0