

Governance Committee Code of Conduct

Acceptance Certificate:

Name:	Title:	Date:
Kerrie Jordan	Chief Executive Officer	15/09/2025

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Name:	Title:	Date:
Kerrie Jordan	Chief Executive Officer	18/07/2025
SWOP NSW Executive Committee		18/07/2025

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1. Purpose

This Code of Conduct sets out the ethical and professional standards expected of all members of the SWOP NSW Governance Committee. It supports good governance, clarity of roles, and a culture of respect and accountability. It is to be read in conjunction with the Governance Roles and Responsibilities Policy.

2. Scope

This Code applies to all Governance Committee members of SWOP NSW.

3. Definitions

Term/Acronym	Definition
Governance Committee	The governing body of SWOP NSW responsible for strategic oversight, policy development, and the appointment and supervision of the CEO.
Chief Executive Officer (CEO)	The most senior staff member of SWOP NSW, responsible for operational leadership and day-to-day management of the organisation.
Operational Matters	Tasks, decisions, or communications that fall within the day-to-day management of staff, services, programs, or finances.
Collective Authority	The principle that the Governance Committee holds decision-making power as a group, not as individuals.
Conflict of Interest	A situation in which personal, financial, or social interests could compromise a member's impartiality in governance decisions.
Dual Relationships	Situations where a Committee member has a close personal or social relationship with a staff member that could influence professional boundaries.
Confidentiality	The duty to protect sensitive or private information gained through governance responsibilities and not use it for personal or unauthorised purposes.
Breach	A failure to comply with the standards, expectations, or requirements outlined in this Code of Conduct or related governance policies.

4. Principles

- Act in the best interests of SWOP NSW and its community.

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- Exercise collective authority through decisions made at properly constituted meetings.
 - Demonstrate respect, integrity, transparency, and accountability in all governance matters.
 - Maintain clear boundaries between governance and operations.

5. Conduct Expectations

All members of the Governance Committee must:

- Uphold all policies, including the Governance Roles and Responsibilities Policy and Financial Delegations Policy.
- Exercise authority only as part of the collective Governance Committee.
- Support the CEO's operational leadership and avoid involvement in staff supervision, internal management, or service delivery.
- Communicate with staff only through the CEO, unless otherwise authorised for a specific purpose.
- Disclose and appropriately manage any conflicts of interest, including personal or social relationships with staff.
- Maintain the confidentiality of all non-public information gained in their governance role.
- Support the safe, respectful, and inclusive participation of all members.

6. Boundaries and Dual Relationships

- Governance Committee members must not intervene in operational matters or act as informal supervisors, advisers, or advocates for staff.
- Where close personal relationships exist with staff members, these must be disclosed to the Governance Committee and managed transparently.
- Board-staff friendships must not influence decision-making, access to information, or governance behaviour.

7. Breaches

Where a Governance Committee member is alleged to have breached this Code:

- Concerns may be raised by the CEO, another Committee member, or staff.
- The matter will be reviewed by the Committee or an appointed subcommittee.

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- Possible actions include discussion, mediation, formal caution, or recommendation of removal, depending on the nature and seriousness of the breach.

8. Working Relationships Between CEO and Committee

- The CEO reports to the Committee through the President (or Chair).
- Committee decisions are communicated through the Chair.
- The Committee must provide a safe, respectful, and supportive environment for the CEO.
- Clear and regular communication is expected from both parties.
- Where there is uncertainty about roles or responsibilities, these should be resolved through discussion, with reference to this policy.

9. Policy Review

This policy will be reviewed every 2 years or earlier if there is a change in governance structure, strategic direction, or operating environment.

10. Signature and Acknowledgement

All Governance Committee members are required to sign the Code of Conduct upon commencement and again following each major review.

Name	Position	Signature	Date:
	SWOP NSW President		
	SWOP NSW Vice President		
	SWOP NSW Treasurer		
	SWOP NSW Secretary		
	SWOP NSW Board Member		

11. Version Control

Date:	Reason for Change:	Change Description:	Author:	Issue No:
18/07/2025	Wholesale review of governance framework	New code that sets out the ethical and professional standards expected of all members of the SWOP NSW Governance Committee. It supports good governance, clarity of roles, and a culture of respect and accountability. It is to be read in conjunction with the Governance Roles and Responsibilities Policy.	Kerrie Jordan, CEO	1.0