

# Governance Roles and Responsibilities Policy

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## 1. Purpose

This policy sets out the distinct roles and responsibilities of the SWOP NSW Governance Committee and the CEO. It is designed to promote clarity, accountability, and effective governance by preventing role confusion and ensuring the organisation operates in accordance with best practice governance principles.

## 2. Scope

This policy applies to all members of the SWOP NSW Governance Committee, including the President, and to the Chief Executive Officer (CEO). It also serves as a reference for staff and stakeholders in understanding the boundaries of governance and operational roles.

## 3. Definitions

| <b>Term/Acronym</b>                  | <b>Definition</b>   |
|--------------------------------------|---|
| <b>Governance Committee</b>          | The governing body of SWOP NSW responsible for strategic oversight, risk management, and the appointment and supervision of the CEO. Also referred to as the Board.                   |
| <b>Chief Executive Officer (CEO)</b> | The most senior executive of SWOP NSW, responsible for leading operations, managing staff, and delivering organisational outcomes in accordance with the strategic plan and policies. |
| <b>Operational Management</b>        | The day-to-day management of staff, programs, services, finances, and organisational functions, overseen by the CEO.  |
| <b>Strategic Governance</b>          | The oversight and direction-setting role of the Governance Committee, including approving the strategic plan, budget, and governance frameworks.                                      |
| <b>Delegation of Authority</b>       | The formal assignment of decision-making power from the Governance Committee to the CEO, or from the CEO to staff, within defined limits.   |
| <b>Lived Experience</b>              | Direct personal experience of sex work, which forms the basis of SWOP NSW's peer-led model and informs both governance and service delivery.  |
| <b>Peer Governance</b>               | A governance model in which lived experience of sex work is a prerequisite for participation in oversight and decision-making structures.   |

|                             |  |
|-----------------------------|--|
| <b>Governance Policy</b>    | A policy that defines the parameters for governance conduct, roles, and responsibilities, as distinct from operational policies.                                 |
| <b>Conflict of Interest</b> | A situation in which a person's personal, professional, or financial interests could improperly influence their role or decision-making within the organisation. |
| <b>Impartiality</b>         | The principle of making decisions fairly and without bias, favouritism, or undue influence, especially in governance matters.                                    |
| <b>Confidentiality</b>      | The obligation to protect private or sensitive information obtained through one's governance role and to use such information only for authorised purposes.      |
| <b>Ambassadorial Role</b>   | A strategic public or representative function performed by a Governance Committee member at the request of the CEO, such as stakeholder engagement or advocacy.  |
| <b>Governance Conduct</b>   | The standards of ethical behaviour, respect, confidentiality, and professionalism expected of Governance Committee members.                                      |

## 4. Principles

- Governance Committee members focus on strategic direction, risk, and oversight.
- The CEO is responsible for day-to-day operational management.
- The Governance Committee acts collectively, not as individuals.
- The President provides a liaison and supervisory function in relation to the CEO, as delegated by the Governance Committee.
- The President's role does not extend to operational direction or management of staff or programs.
- The CEO is the primary liaison between staff and the Committee.
- Respectful, ethical, and transparent conduct is expected of all parties.

## 5. Governance Committee Responsibilities

The Governance Committee is responsible for:

- Setting strategic direction and exercising organisational oversight
- Monitoring financial and operational performance

- Reviewing and endorsing governance policies (e.g. delegations, roles, and Board conduct)
- Approving the annual budget and strategic plan
- Oversight of risk, compliance, and legal obligations
- Appointing, supporting, and reviewing the CEO
- Ensuring that lived experience governance is upheld in line with SWOP's values and purpose
- Ensuring no Committee member, including the President, exercises individual authority or intervenes in operational matters

*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. Chief Executive Officer Responsibilities

The CEO is responsible for:

- Leading all day-to-day operations and staff management
- Delivering programs and services in line with strategic and operational plans
- Managing finances and expenditure within approved delegations
- Recruiting, training, and supervising staff
- Developing and implementing policy and procedures
- Providing timely reports and advice to the Governance Committee
- Representing the organisation externally and liaising with stakeholders
- Ensuring legal, ethical, and funding compliance
- Any other duties described in the CEO Job Description

## 7. Delegation of Authority

- The Governance Committee delegates operational authority to the CEO.
- The CEO may delegate tasks to staff but remains accountable for outcomes.
- Only the Committee may appoint or terminate the CEO.
- Delegations are detailed in the SWOP NSW Financial Delegations Policy.
- This policy affirms that governance authority is vested in the Committee as a whole. No individual Committee member may direct or interfere with operational matters.

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## 8. Working Relationships Between CEO and Committee

- The CEO reports to the Governance Committee as a whole.
- The President may provide supervisory support to the CEO, such as coordinating performance reviews, offering structured feedback on behalf of the Committee, and maintaining regular liaison. This delegation does not include operational direction or authority over staff, services, or day-to-day decisions.
- 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. Lived Experience and Peer Governance

- SWOP NSW is a peer-based organisation.
- Governance Committee members must bring a lived experience perspective to their oversight role.
- Committee members must avoid stepping into operational or representative roles unless requested by the CEO for strategic or ambassadorial purposes.

## 10. Governance Conduct and Communication Boundaries

Governance Committee members must uphold the highest standards of conduct and respect the organisational structure of SWOP NSW. This includes:

- A clear separation between strategic governance and operational management
- Avoiding involvement in staff supervision, program management, or internal decision-making
- Maintaining impartiality and respecting the leadership authority of the CEO

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## 11. Communication with Staff

- All official contact with SWOP NSW staff must be directed through the CEO.
- Committee members must not engage in direct or informal operational liaison, instruction, or supervision of staff.
- Staff are advised not to act on any instructions or requests from Committee members unless communicated through or endorsed by the CEO.
- Where consultation with staff is required, the CEO will coordinate that engagement.

## 12. Dual Relationships and Role Clarity

- Committee members who have close personal relationships with staff must disclose those relationships to the Committee.
- Personal relationships must not influence decision-making, access to information, or engagement with operations.
- Committee members must not advocate for, intervene on behalf of, or mediate staff concerns outside of formal processes.
- The CEO is the only person authorised to manage staff performance, concerns, or support needs.

## 13. Breach Management

- Where a Governance Committee member breaches this policy—by engaging in operational decision-making, directing staff, or overstepping boundaries—the matter will be addressed under the Board Code of Conduct.
- Concerns may be raised by the CEO, another Committee member, or staff member via the Governance Committee or an appointed complaints process.
- If warranted, the Governance Committee will review the conduct and may take steps including feedback, mediation, or removal in accordance with constitutional procedures.

## 14. Roles and responsibilities

- Governance Committee members act collectively and do not exercise authority as individuals.
- Confidentiality, impartiality, and respect for internal processes are expected at all times.
- Members must avoid real or perceived conflicts of interest, including overfamiliarity with staff in their operational roles.
- All members must sign and comply with the SWOP NSW Board Code of Conduct.

## 15. 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.

## 16. Version Control

| Date:      | Reason for Change:                                 | Change Description:   | Author:            | Issue No: |
|------------|--|---|--------------------|-----------|
| 18/07/2025 | Wholesale review of governance committee framework | New policy that defines clear boundaries between governance and operations, adds breach management, and addresses dual relationships. | Kerrie Jordan, CEO | 1.0       |