



SWA  
GOVERNANCE  
DOCUMENT



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**Version 9 December 2021**

This is the fourth version of the SWA Governance Document, revised in 2021 and approved on 9 December 2021 by the SWA Steering Committee. The Document was first approved in 2010, and previous revisions were conducted in 2015, and 2018.

## 1. Introduction

- 1.1 Sanitation and Water for All (SWA) is a multi-stakeholder partnership, organized by constituencies and established in 2009. The ultimate stated goal of SWA is sanitation, water, and hygiene for all, always and everywhere.
- 1.2 The mission of the SWA partnership is to eliminate inequalities in realizing the human rights to water and sanitation – by raising political will, ensuring good governance, and helping to optimize financing. The partnership focuses on the hardest to reach and most vulnerable individuals, communities, countries, and regions, and puts women and girls at the centre, not just as passive recipients, but as dynamic agents of change. SWA works by harnessing the collective power of its partners, to support government-led, multi-stakeholder action at national, regional, and global levels.
- 1.3 The partnership engages in political dialogue, coordinated action, advocacy, and follow-up and review on progress made towards the water and sanitation-related targets of the SDGs. The activities of SWA are guided by SWA’s mission and vision expressed in SWA’s [‘Strategic Framework 2020-2030’](#). It is also guided by the SWA ‘Guiding Principles’, the SWA ‘Collaborative Behaviours’, the SWA ‘Building Blocks’, and SWA’s ‘Mutual Accountability Mechanism’. (see Annex 1)
- 1.4 This governance document has been reviewed to ensure that SWA operates under a structure of good governance – notably its internal mechanisms for transparency, accountability, and balanced representation of interests – as well as effective governance bodies for management and oversight of SWA activities. It is designed to enable SWA to be flexible and responsive to changing circumstances, through efficient and inclusive decision-making bodies. The governance document is reviewed (and when necessary, updated) every three years according to the decision-making procedures outlined in this document.
- 1.5 All SWA constituencies are represented on the Steering Committee (SC) which serves as the leadership and decision-making body for the partnership. The SWA partnership is supported by a Secretariat, ‘hosted’ by an international organization, and led by a Chief Executive Officer (CEO). For purposes of administrative and financial management, SWA is currently hosted by UNICEF. Under these arrangements, the hosting organization acts as Fund Custodian on behalf of SWA.

## 2. SWA Structure

### 2.1 The seven key components of SWA

There are seven key components of SWA:

- The partners
- The Global Leadership Council (GLC)
- The Steering Committee (SC)
- The Executive Oversight Committee (EOC)
- The Sub-Committees and their Working Groups
- The Grants Review Committee (GRC)
- The Secretariat

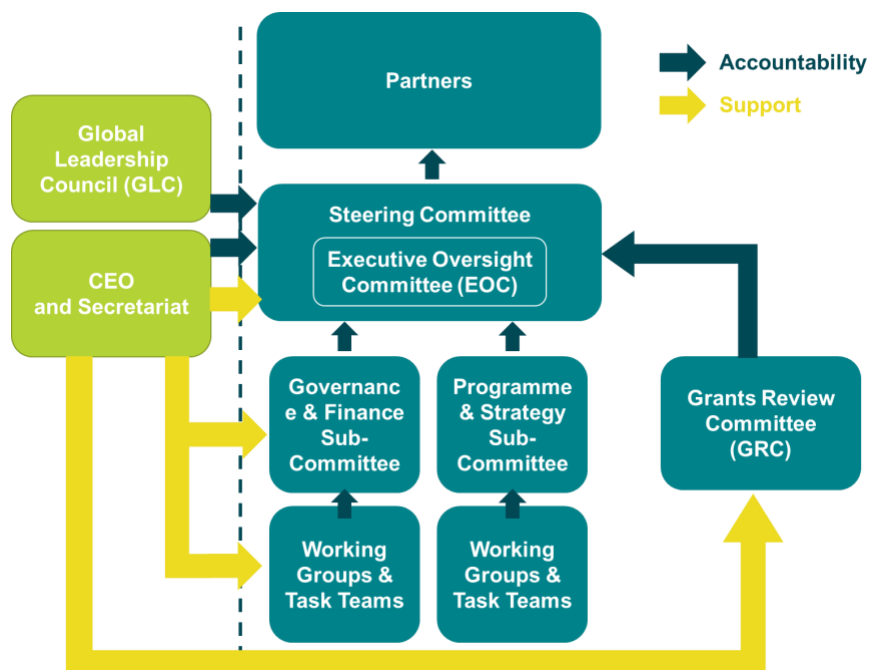


Figure 1: SWA Governance Bodies

- 2.2.1. Partners belong to one of the six existing constituencies, comprised of governments and their partners from civil society, the private sector, external support agencies (that include intergovernmental organizations, international financial institutions bilateral donor agencies and philanthropic institutions), research and learning institutions, and regulators and utilities. As SWA partners, they endorse the vision and mission of the Partnership as contained in the [Strategic Framework 2020-2030](#).
- 2.2.2. The Global Leadership Council (GLC) is a high-level group of appointed SWA leaders who advocate for and mobilize wider political commitment to the Guiding Principles and mission and vision of the SWA partnership.
- 2.2.3. The Steering Committee (SC) is SWA's ultimate decision-making body. The Steering Committee is a deliberative body comprised of 28 members. It is based on a constituency-based membership where defined constituencies elect their own representatives to serve three-year terms. The Steering Committee is led by a Chair.

- 2.2.4. The Executive Oversight Committee (EOC) is a representative body of the Steering Committee leadership consisting of the Steering Committee Chairperson and the Vice Chair, the two standing Sub-Committee Chairpersons and the CEO. The EOC meets regularly, between Steering Committee meetings, to address urgent issues and take timely action when necessary. The EOC has delegated decision-making authority to act on behalf of the Steering Committee to address urgent issues and support the Secretariat in taking timely actions.
- 2.2.5. Sub-Committees direct the bulk of SWA activities. There are two standing Sub- Committees: one on Governance and Finance, and a second on Strategy and Programme. The Sub-Committees are accountable to the Steering Committee.
- 2.2.6. The Sub-Committees organize their scope of activities through Working Groups, which have a long-term horizon for their activities. The Working Groups are accountable to their respective Sub-Committee.
- 2.2.7. The Grant Review Committee (GRC) is an independent advisory body, with relevant technical expertise, and without decision-making authority; established to review proposals from SWA partners for funding. It provides recommendations to the Steering Committee on both the technical content and funding of such proposals.
- 2.2.8. The Secretariat supports the partners, the Steering Committee, Executive Oversight Committee, Sub- Committees, Working Groups, and the Grants Review Committee; oversees the implementation of SWA’s work plan and results framework; raises funds for its functioning; builds strategic partnerships; represents the partnership; and undertakes advocacy and promotion of SWA. The Secretariat is led by a Chief Executive Officer (CEO) who is a non-voting, ex-officio member of the Steering Committee and the Executive Oversight Committee. The Secretariat, including the CEO, is accountable to the Steering Committee.

## 2.2 The SWA partners

- 2.2.9. The SWA partnership is a global group of organizations, governments and entities or networks who have committed to the mission and vision of sanitation and water for all. They agree to SWA’s vision and theory of change, as articulated in [SWA’s Strategy](#)<sup>1</sup>, and to work towards the strategic objectives in [SWA’s Results Framework](#)<sup>2</sup>. To be considered an SWA partner, interested entities must fit the criteria of one of SWA’s six defined constituencies. These are<sup>3</sup>:

1. Government Representatives
2. Civil Society Organizations/networks
3. External Support Agencies
4. Private Sector Organizations/networks, or
5. Research and Learning Organizations/networks
6. Utilities and Regulators

<sup>1</sup> See [www.sanitationandwaterforall.org/about/about-us/briefing-papers-publications#section-strategy](http://www.sanitationandwaterforall.org/about/about-us/briefing-papers-publications#section-strategy)

<sup>2</sup> See [www.sanitationandwaterforall.org/impact/monitoring-and-evaluation#section-ResultsFramework](http://www.sanitationandwaterforall.org/impact/monitoring-and-evaluation#section-ResultsFramework)

<sup>3</sup> For more detail see Section 2.4; SWA Constituencies

- 2.2.10. To become an SWA partner, organizations, governments and entities or networks must:
1. Submit a written expression of interest, and
  2. Endorse and advocate the mission and vision of SWA
- 2.2.11. All new partners must be approved by the Steering Committee, as the SWA's decision-making body. Each partner must fit within one of the six constituency groups and participate in the partnership's activities as a member of that constituency. Each constituency group is allocated a defined number of seats on the Steering Committee (see Section 2.4.8).
- 2.2.12. Partnership status can be terminated or refused by a majority decision of the Steering Committee if:
- The integrity of the SWA partnership or its Guiding Principles are threatened by the action of the partner or applicant
  - If the partner or applicant's behaviour is not conducive to the achievement of the goals of the partnership
  - When the partner's objectives, status, etc. are outside the scope of SWA's activities and/or sphere of influence
  - Or when the partner had been inactive for over 2 years
- 2.2.13. Partners are expected to participate in SWA activities and mechanisms in line with its mission and vision, this Governance Document, and any associated operational framework approved by the Steering Committee:
- They are expected to commit the necessary human and financial resources to enable their full participation in the SWA partnership, including expenses
  - They should participate in and contribute to the Working Groups and Task Teams
  - They are encouraged to convene together – within constituency groups or otherwise – to coordinate activities and facilitate communication both among themselves and with SWA's various Sub-Committees and Working Groups
- 2.2.14. Partners unable to commit financial resources may request financial support from the SWA Secretariat to cover travel and other reimbursable expenses related to SWA activities. The CEO, in consultation with the Steering Committee Chairperson, will decide whether or not to cover these expenses, taking into account the availability of funding and the extent to which the request is consistent with SWA's Strategy and agreed activities.

## 2.3 SWA Constituencies

- 2.3.1 The SWA partnership is divided into six core constituency groups. These groupings serve to facilitate and focus communication among like-minded, individual organizations who work towards attaining SWA's mission and vision. Constituencies self-define their members who may come from single organizations or, networks.

The constituency groups are as follows:

- 2.3.2 *Government Representatives.* SWA provides a platform for governments to represent and share their national interests, and their experiences of developing water, sanitation, and hygiene policy and practice in the context of SWA’s strategic objectives.
- 2.3.3 *External Support Agencies (ESAs).* This constituency represents public and private donors (i.e. multilateral, bilateral organizations as well as private foundations), as well as financial institutions that support governments’ work on their water, sanitation, and hygiene sectors.
- 2.3.4 *Civil Society Organizations/networks (CSOs).* This constituency represents organizations or networks of non-profit, non-governmental organizations at local, national, regional and international levels.
- 2.3.5 *Private Sector Organizations/networks.* This constituency represents professional, for-profit businesses or networks representing business interests.
- 2.3.6 *Research and Learning Organizations/networks (RLOs).* These organizations are academic or similar institutions agencies or networks (for example universities, think-tanks, training centres etc.), that undertake or promote research and advance new learning in the water, sanitation, and hygiene field.
- 2.3.7 *Utilities and Regulators.* This group represents public water, sanitation, and hygiene service providers (Utilities) and public authorities responsible for applying and enforcing standards, criteria, rules, and requirements, exercising autonomous authority over the services, in a supervisory capacity (Regulators). The constituency also includes organizations such as associations and think tanks whose mandate is in the utilities and regulators space.

## **2.4 The Steering Committee**

- 2.4.1 As the ultimate decision-making body of SWA, the Steering Committee provides oversight and exercises overall accountability for SWA. The Steering Committee is responsible for developing and approving SWA’s strategic direction, its overall results framework and for regularly managing and monitoring organizational risk. The Steering Committee is accountable to the partners.
- 2.4.2 The Steering Committee is also responsible for allocating funds relevant to its core business, implementation of its strategy, results framework, and work plan.
- 2.4.3 Among its 28 members, the Steering Committee reserves two ex officio seats for UNICEF as the host organization and fund custodian; one of which is a representative with the substantive mandate of the programmatic area, and the other is a UNICEF representative with substantive mandate of management, operational and administrative matters. Only one of those two ex officio seats can vote. The CEO also has a non-voting seat on the Steering Committee.
- 2.4.4 UNICEF will be consulted by and advise the Steering Committee on the management, administrative, and financial implications of decisions of the Steering Committee in the context of UNICEF’s regulatory framework.
- 2.4.5 UN-Water, WHO and chairpersons or permanent Secretariats from the regional SAN conferences are standing observers at Steering Committee meetings. Standing observers may take part in discussions at the Steering Committee meetings, but do not have the right to vote.



2.4.6 If a Steering Committee member is unable to fulfil her/his duties temporarily or permanently, the partner organization can designate a replacement.

2.4.7 In some cases, individual, technical experts may be invited to Steering Committee meetings to bring a particular perspective and complement the skills base of the partnership, as a whole. As such, these individual experts serve in their individual, technical capacity and do not represent a constituent voice. (See also Section 3.1.12)

2.4.8 Steering Committee membership composition:

	Number	Vote
Chairperson	1	1
CEO	1	0
Governments <sup>4</sup>	12	12
Civil Society Organizations/networks	4	4
External Support Agencies <sup>5</sup>	3	3
Private Sector Organizations/networks	2	2
Research and Learning Organizations/networks	2	2
Utilities and Regulators	1	1
UNICEF	2	1
<b>Total</b>	<b>28</b>	<b>26</b>

2.4.9 Steering Committee Member Roles and Responsibilities

2.4.9.1 Steering Committee members serve in an institutional capacity and represent their constituencies. They should have the necessary authority to make or rapidly facilitate decisions and to convene constituency partners. Steering Committee members should ideally be senior-level persons with leadership and decision-making authority within their organizations.

2.4.9.2 All Steering Committee members have the responsibility to:

- Serve as members for a period of three years, with endorsement from their respective constituency
- Elect the Chairperson and the Vice-Chair
- Serve as members of Sub-Committees and, Working Groups
- Participate in all discussions and activities of the Steering Committee and vote on any matter put to a vote, except when there is a conflict of interest
- Declare any conflict of interest (and highlight any potential conflict of interest regarding any member of the Steering Committee or the partnership as a whole, if aware of any such conflict of interest)
- Be knowledgeable relating to the activities and functioning of SWA

<sup>4</sup> Seats to be distributed according to proportionality rules set out in the Elections Document.

<sup>5</sup> The ESA is complemented by a Funders Group (FG) consisting of donors who directly fund SWA. The ESA shall allocate one (1) of its voting seats to a representative from the FG. The FG liaises directly with the Governance and Finance Sub-Committee; it represents the interests of SWA donors but does not constitute a formal constituency of the partnership or the Steering Committee

- Consult his/her constituency on a regular basis, and communicate constituency views to the Steering Committee
- Express the view(s) of their constituency and not simply their personal view(s) or the view(s) of their own organization
- Ensure that he or she gives appropriate and relevant feedback to their respective constituencies about decisions made at Steering Committee meetings as well as important developments in the water, sanitation, and hygiene sector
- Respect and promote the implementation of the decisions of the Steering Committee
- Preserve the integrity and image of SWA
- Adhere to the Governance Document, the Guiding Principles and to the Ethics and Conflict of Interest Policy
- Notify his/her constituency in writing (e.g. email) of the intention to terminate his/her membership of the Steering Committee
- Represent SWA in international forums and to the media
- Engage in outreach as needed (and in consultation with the CEO), and
- Be a global spokesperson and advocate for SWA

2.4.9.3 Steering Committee membership strives to: balance regional representation; balance representation of water, sanitation, and hygiene sub-sectors; include a range of technical competencies and institutional perspectives; avoid conflicts of interest; achieve gender balance; and to recruit members with significant influence within their agencies and constituency.

2.4.9.4 The Secretariat will periodically report to the Steering Committee regarding the composition of the Steering Committee and its ability to attain the above noted membership characteristics. The Steering Committee Chairperson may then specifically request constituency groups to recruit and select members who will help achieve the balances sought, especially with respect to gender, regional representation, and water, sanitation, and hygiene sub-sectors.

#### 2.4.10 Steering Committee membership selection process

2.4.10.1 At the time of Steering Committee elections, any approved partner may express interest to become a member of the Steering Committee. This expression of interest shall be communicated to the current member(s) of the interested partner's relevant constituency group, as well as to the Steering Committee Chairperson, Vice-Chair, and CEO.

2.4.10.2 Each constituency shall choose its own member(s) to represent it on the Steering Committee. The process shall be documented and transparent. This documentation shall be submitted to the Secretariat upon completion of the selection/election process. Each organization shall also name an alternate member to the selected Steering Committee member. The alternate may attend Steering Committee meetings but if he/she is attending a Steering Committee meeting together with the Steering Committee member, the alternate does not have the right to speak on the same

agenda items, nor vote. It is the responsibility of each Steering Committee member to ensure that his or her alternate is kept fully up to date on the discussions and activities of SWA.

- 2.4.10.3 The ESA constituency shall allocate one of its three voting seats on the Steering Committee to a Funders' Group member.
- 2.4.10.4 In the event that a Steering Committee member leaves the organization she/he represents, or is unable to perform his or her functions for a period of time, the alternate member assumes the parting Steering Committee member's seat, until the organization in whose name the member represents should nominate a new person for replacement until the tenure of office expires.
- 2.4.10.5 In a situation where a constituency does not have a process in place for the selection of members, or whenever appropriate, the Secretariat shall assist by facilitating and documenting a transparent selection process.
- 2.4.10.6 Members may serve a maximum of two consecutive terms (each term being three years). If a constituency wants to further extend the mandate of the member, the constituency is required to submit to the Steering Committee Chairperson, through the Secretariat, a rationale for re-selecting the same member to represent the constituency. The decision whether to extend the member's term of office shall be taken by the Steering Committee (or may be delegated to the EOC).
- 2.4.10.7 The Secretariat shall organize a rotational calendar for the renewal of Steering Committee membership predicated on current member tenures as Steering Committee members. The goal is to stagger Steering Committee membership changes in order to ensure smooth transitions and minimize losses of institutional knowledge.

## **2.5 Executive Oversight Committee**

- 2.5.1 The Executive Oversight Committee (EOC) is a representative body of the Steering Committee leadership consisting of the Steering Committee Chairperson, the Vice Chair, the two standing Sub-Committee Chairpersons and the CEO. The EOC meets at least 6 times a year, or as needed, between Steering Committee meetings, to address urgent issues and take timely action when necessary. As host, UNICEF shall be invited to all EOC meetings to advise on agenda items which implicate hosting arrangements.
- 2.5.2 The EOC has delegated decision-making authority to act on behalf of the Steering Committee to address urgent issues and support the Secretariat in taking timely actions, including,
- Deviations from the workplan because of unforeseen circumstances or opportunities
  - Deviations to the budget between 150,000 USD and 300,000 USD. Over this amount, the approval of the Steering Committee is required.
  - Governance related decisions including:

- In the event of a dispute over the understanding of a decision adopted by the Steering Committee, the minutes will be amended based on a final explanation and decision of the EOC (Section 3.2.7)
  - The decision whether to exceptionally extend a Steering Committee member's term of office (Section 2.4.10.6)
- 2.5.3 The Steering Committee may not delegate the following functions:
- Approval of yearly workplans and budgets
  - Changes to the Secretariat organigram
  - Revisions to the Governance Document
  - Revision to the hosting arrangement
  - Approval of deviations to the budget of more than 300,000 USD
- 2.5.4 The EOC also provides guidance and advice to the CEO on issues brought to their attention, when appropriate. Such issues include, inter alia,
- Implementation of the hosting agreement, including in relation to human resources, services provided, sharing of expenses, and due diligence obligations. The EOC will also be responsible for ensuring that the host organization is consulted on these matters.
  - Donor relations and resource mobilization
  - Other matters which may require confidentiality or are politically sensitive
- 2.5.5 The EOC is led by the Steering Committee Chairperson. The CEO shall participate in his/her regular non-voting capacity, providing input and expertise. The EOC reports on its work to every Steering Committee meeting.

## 2.6 Sub-Committees

- 2.6.1 Sub-Committees direct the bulk of SWA activities. There are two standing Sub- Committees: one on Governance and Finance, and a second on Strategy and Programme. The Sub-Committees are accountable to the Steering Committee.
- 2.6.2 The Governance and Finance Sub-Committee (GFSC) will advise the SWA Steering Committee on the governance of SWA, focusing on SWA's effectiveness, integrity, and performance. Its responsibilities include advising on SWA policies, practices, rules, procedures, and other actions to ensure that the partnership is functioning effectively and ethically. It will also provide advice on finance issues, reviewing and providing feedback on annual workplans and budgets before they are presented to the Steering Committee for approval, and reviewing financial reports. The Governance and Finance Sub-Committee shall also review and suggest updates to the Governance Document. The GFSC Terms of Reference are at Annex 2.
- 2.6.3 The Programme and Strategy Sub-Committee (PSSC) will advise the SWA Steering Committee on the effectiveness of SWA policies, strategies, and programmes. The PSSC addresses fundamental questions about whether SWA is staying relevant and forward thinking in achieving its Objectives to meet the water, sanitation, and hygiene related targets of SDGs. It provides a bridge between governance and policy and SWA activities in countries, ensuring that SWA policies respond to barriers and opportunities to progress. The PSSC Terms of Reference are at Annex 3.
- 2.6.4 Sub-Committees may change with time and evolving needs. Their dissolution and/or restructuring requires a revision of the Governance Document. Each Sub-Committee has its own

terms of reference, which are drafted by the Sub-C Chairperson and approved or amended by the Steering Committee.

- 2.6.5 Each Sub-Committee shall be headed by a Chair to be approved by the Steering Committee and shall aim to include a Steering Committee member from each constituency group. To ensure strong government representative points of view, each Sub-Committee should have at least two representatives from the Government constituency.
- 2.6.6 Each Sub-Committee houses or manages the activities of its Working Groups.

## **2.7 Working Groups**

- 2.7.1 Working Groups are ongoing bodies having a long-term horizon for their activities.
- 2.7.2 Membership of Working Groups shall be open to all SWA partners who have expertise and/or interest in a specific area. All persons who volunteer to participate in a Working Group commit to participating actively in its meetings and activities. Steering Committee members within Sub-Committees are expected to be able to identify and recruit relevant expertise from within their constituency who can make significant contributions to the Working Groups.
- 2.7.3 Working Groups do not have decision-making authority: they study issues, advance SWA activities and make recommendations for decisions to their relevant Sub-Committee.
- 2.7.4 Working Groups shall be headed by a Working Group Chair/co-Chairs to be approved by the Chair of the relevant Sub-Committee. Working Group Chairs are chosen for a three-year term, which can be renewed once.
- 2.7.5 Members of Working Groups shall be approved by Working Group Chair(s), or Sub-Committee Chair where the WG is newly established, taking into consideration their knowledge, expertise, and interest, and in relation to the specific tasks of each Working Group.
- 2.7.6 Working Groups are accountable to the Sub-Committees and, through them, to the Steering Committee.
- 2.7.7 The relevant Sub-Committee approves the terms of reference for each of its Working Groups, including the selection criteria and conditions to bring technical experts to contribute to the goals of the Working Group.

## **2.8 Task Teams**

- 2.8.1 Task Teams that serve a specific time-bound task(s) can be formed either under Sub-Committees or Working Groups. Task Teams must be dissolved when they have fully delivered on their objectives.
- 2.8.2 Membership of Task Teams shall be open to all SWA partners who have expertise and/or interest in the specific area of the Task Team. All persons who volunteer to participate in a Task Team commit to participating actively in its meetings and activities.
- 2.8.3 Task Teams can choose from amongst their members a Coordinator to lead the work and coordinate meetings, if needed.
- 2.8.4 Task Teams are accountable either to the Sub-Committee or to the Working Group under which they are established; and through them to the Steering Committee.
- 2.8.5 The relevant Sub-Committee approves the terms of reference for each of its Task Teams, including the selection criteria and conditions to bring technical experts to contribute to the goals of the Task Team.

## 2.9 Grant Review Committee (GRC)

- 2.9.1 To achieve its vision and mission, SWA can provide catalytic funding to its partners working at country and/or regional levels, with the purpose of supporting them to work towards the partnership's strategic objectives.
- 2.9.2 The Grant Review Committee (GRC) is an independent advisory body, with relevant technical expertise, and without decision-making authority, established to review proposals from SWA partners for funding. It provides recommendations to the Steering Committee on both the technical content and funding of such proposals.
- 2.9.3 The GRC consists of 6-7 members, drawn from the SWA partnership, and from at least three different constituencies. Members should have a broad, geographically diverse experience relevant to SWA's needs, and serve in their personal capacity, and do not represent their employers or governments.
- 2.9.4 GRC members serve in a voluntary capacity. The GRC may meet virtually. When the GRC holds in person meetings, GRC members will receive reimbursement for travel expenses in accordance with UNICEF's travel policy.
- 2.9.5 The GRC members will not be current members of the Steering Committee.
- 2.9.6 Members of the GRC are appointed for three-year terms. Membership can be renewed for an additional term, for a maximum of six consecutive years.
- 2.9.7 Under the condition that SWA's annual budget allows for the availability of funds for catalytic grants, SWA shall open a call for proposals once or twice every year, and the GRC shall meet on an annual or biannual basis and/or as required according to deadlines established in the calls for proposals and reporting on implementation.
- 2.9.8 The quorum for making recommendations is 50%+1 from the members of the GRC. All reasonable efforts will be made to make recommendations by consensus. If a consensus cannot be reached, decisions will be taken by a majority vote of the members present at a given meeting.
- 2.9.9 The GRC will produce a consolidated report of its activities, observations, recommendations, and findings across grant applications after each meeting, to be submitted to the Steering Committee. These reports will be retained by the SWA Secretariat and may be made publicly available on SWA's website.
- 2.9.10 The GRC shall maintain a record with the justifications behind their recommendations (including whether it is for full, partial, or no funding), to be made available to the Secretariat or the Steering Committee when needed.
- 2.9.11 The Steering Committee reviews the GRC reports and makes the final decision on grants based on its recommendations through a no-objection vote that can be conducted either during a Steering Committee meeting or virtually according to the timing and cycle of proposals.
- 2.9.12 SWA is hosted by UNICEF, under a trust fund modality. As Funds Custodian and Administrator, UNICEF provides financial services to hosted funds and secretariats. This distinct role includes the receipt of contributions, holding and investing of funds, transfer of funds to grantees as well as accounting, reporting and fiduciary management, and ensuring compliance with UNICEF's Financial Regulations and Rules. In accordance with the Standard Contribution Agreements between UNICEF and contributors to the SWA Fund/Partnership, UNICEF through its Funds Support Office will disburse funds to SWA grantees upon approval from the SWA governing body. During this process, UNICEF will manage risks associated with the grantee disbursement process by assessing grantee financial management capacity and core values in accordance with UNICEF's due diligence policies including its CSO policy.

2.9.13 GRC members shall recuse themselves from discussion or action on proposals:

- In which they took part in the preparation process.
- That would directly benefit an organization or entity to which they are affiliated.

2.9.14 Steering Committee members shall recuse themselves from discussion or decision on proposals:

- In which they took part in the preparation process.
- That would directly benefit an organization or entity to which they are affiliated.

## **2.10 Secretariat**

2.10.1 SWA, and its multiple bodies, is supported by a Secretariat which is accountable to the Steering Committee. The Secretariat is led by SWA's CEO, who is an ex-officio member of the Steering Committee. The Secretariat staff shall have the requisite skills and resources necessary to perform its core functions. The CEO shall determine the structure and staffing levels of the Secretariat, with approval from the Steering Committee.

2.10.2 SWA may enter into administrative agreements with legally registered entities for the purposes of administering its funds. It may decide to enter into agreements with, for example, Multi-Donor Trust Funds, to raise and administer multi-lateral and bilateral resources, or to facilitate the work of the Secretariat.

2.10.3 Terms of reference, Memoranda of Understanding and/or hosting agreements between SWA and the Secretariat host(s) shall be reviewed at least every three years and updated by the Steering Committee as necessary.

2.10.4 If it is determined by the Steering Committee that the Secretariat hosting arrangement should be changed, or that a current host is unable to continue fulfilling this role, the Steering Committee, in consultation with donors, will determine a suitable process to identify new hosting arrangements.

2.10.5 SWA is a partner-centric organization where some core activities may be managed directly by partners. Secretariat staff can be employed directly within partner organizations, working within their reporting structures, but accountable to the CEO. All organizations accommodating Secretariat staff commit to close and transparent liaison.

2.10.6 The Secretariat provides technical, administrative, logistics and communications support to SWA and its various bodies in order to facilitate their work. The full scope of the Secretariat's responsibilities can be found in Annex 4.

2.10.7 The CEO is part of and leads the Secretariat and works in close collaboration with the leadership of the Steering Committee to manage and direct the activities of SWA. The CEO core responsibilities are outlined in Annex 5.

### 3. Governance and accountability

#### 3.1 Steering Committee meetings and agenda

- 3.1.1 The Steering Committee has at least two meetings per year – one in December to approve the work plan, and one in June to approve the mid-year review, which can be either virtual or face-to-face. Additional meetings may be scheduled as needed. Considering needs arising, the Steering Committee should set the dates and number for both face-to-face and/or virtual meetings, at its December meeting for the following year. The Steering Committee Chairperson, in consultation with the Executive Oversight Committee, may call extraordinary meetings when necessary. However, extraordinary meetings are exceptional, and only called for when a full consensus or vote of the entire Steering Committee is needed (for example the selection of new leadership after a sudden, unexpected departure). Otherwise, the Steering Committee delegates authority to its Executive Oversight Committee (See Section 2.5) to take decisions to address urgent issues and support the Secretariat in taking timely actions on as stipulated in Section 2.5.2.
- 3.1.2 English is the official working language of SWA. At Steering Committee meetings, interpretation into French and Spanish is also provided. Whenever possible and when feasible, SWA will aspire to utilize languages other than English and translate key documents especially into French and Spanish.
- 3.1.3 The Steering Committee Chairperson shall chair each Steering Committee meeting, and in his/her absence, the Vice-Chair shall chair. In the absence of both the Chairperson and the Vice-Chair, the members of the Steering Committee shall elect one of its members to chair.
- 3.1.4 If a Steering Committee member is unable to attend a Steering Committee meeting, he/she shall inform the Secretariat in advance of the meeting and notify his or her designated alternate member to represent the constituency. A designated alternate represents the Steering Committee member and retains the voting rights of that member during the given meeting.
- 3.1.5 Steering Committee member organizations, when possible, will host and support Steering Committee meetings in collaboration with the Secretariat.
- 3.1.6 The Steering Committee holds ‘executive sessions’ at meetings. Executive sessions are held at the discretion of the Chairperson and are generally reserved for more effective decision-making. Executive sessions include all Steering Committee members. The Secretariat takes notes of the meeting.
- 3.1.7 Steering Committee members are encouraged to submit agenda items, and the Secretariat compiles requests for agenda items for review by the Chairperson. The Chairperson may choose to share the agenda with the EOC at her/his discretion. The Chairperson will prioritize and finalize agenda items and submit to the Secretariat for circulation two weeks prior to the Steering Committee meeting.
- 3.1.8 Agenda items from Steering Committee members shall be solicited up until three weeks prior to each Steering Committee meeting.
- 3.1.9 All Steering Committee members shall receive the proposed meeting agenda, background papers, including any project reports by email at least ten working days before each meeting.
- 3.1.10 The Chair of the EOC and the Sub-Committee Chairs will report on activities and decisions, at each of the two main meetings of the year.
- 3.1.11 The Secretariat shall prepare and distribute draft minutes to Steering Committee members within two weeks after the meeting. Members shall then have five working days to provide feedback, approve the draft and adopt the minutes.



- 3.1.12 The Chairperson will consider requests from guests to attend Steering Committee meetings, in whole or in part. Requests must be submitted to the Chairperson at least two days ahead of the Steering Committee meeting. Granting of the request is at the discretion of the Chair, as is practical or desirable.
- 3.1.13 A list of such guests shall be circulated among Steering Committee members at least two days prior to the meeting, and Steering Committee members reserve the right to object to their presence. Upon invitation by the Chairperson, guests may speak or participate directly in the deliberations, but cannot take part in a Steering Committee vote.

### **3.2 Decision-making**

- 3.2.1 The Steering Committee, the Executive Oversight Committee, and Sub-Committees shall use their best efforts to reach all decisions by consensus.
- 3.2.2 A quorum of an absolute majority (50%+1) must be attained in order for the Steering Committee, EOC and Sub-Committees to take valid decisions. All decisions made shall take place when at least 50%+1 of Steering Committee members are present (quorum). The UNICEF ex officio members must also be present for quorum at Steering Committee meetings. If no quorum of members and/or alternates exists, the decision point in question will automatically be moved either to (a) an extraordinary meeting, or (b) the next Steering Committee meeting with the same agenda.
- 3.2.3 A vote can be requested by any Steering Committee member. Being a deliberative body, the Steering Committee shall not vote by absentee ballot.
- 3.2.4 Decisions to amend key documents (which are the SWA Governance document, the Collaborative Behaviours, and the Guiding Principles), require a two-thirds majority approval.
- 3.2.5 For matters where the Chairperson or CEO seeks consensus from the entire Steering Committee membership outside of regularly scheduled Steering Committee meetings, and where s/he can reasonably expect consensus on a particular motion or decision-point, an email shall be sent to all eligible voting members of the Steering Committee on a no objection basis. If there is no objection to the motion or decision-point, the Chairperson may declare that the motion or decision is passed by consensus. If there is any objection, Steering Committee Chairperson shall make a proposal for reaching a decision.
- 3.2.6 In the event there is a decision to be made in which the Chairperson and Vice-Chair have a conflict of interest, the Steering Committee designates another member to chair the meeting.
- 3.2.7 In the event of a dispute over the understanding of a decision reached at a Steering Committee meeting, the minutes will be amended based on a final explanation and decision by the EOC.
- 3.2.8 The minutes of Steering Committee meetings shall record all decisions adopted – whether by consensus or by vote – and shall include any dissenting opinions articulated at the meeting to any such decision.

### **3.3 Leadership**

- 3.3.1 The SWA Steering Committee shall be led by a Chairperson.
- 3.3.2 The Chairperson's main responsibilities are:
- Chairing Steering Committee and EOC meetings
  - Finalizing Steering Committee meeting agendas
  - Supporting Sub-Committee Chairpersons as needed

- Managing the CEO and, when there is a vacancy, creating a search committee to fill it in
  - Representing SWA in international forums and to the media
  - Engage in outreach as needed (and in consultation with the CEO)
  - Being a global spokesperson and advocate for SWA
- 3.3.3 Unlike Steering Committee members who represent institutional interests, the Steering Committee Chairperson serves in her/his individual capacity.
- 3.3.4 The term of office for the Steering Committee Chairperson is three years, renewable once consecutively.
- 3.3.5 If the Chairperson resigns or is removed in mid-term, an election shall take place either at the meeting at which the Chair's departure is announced or at the next meeting.
- 3.3.6 The Chairperson's term of office may be exceptionally extended by six months, if to avoid a situation where the key leadership's term limits (i.e. CEO, Chair and Vice-Chair) come to a close at the same time.
- 3.3.7 In the event that the Chairperson is definitively unable or incapable to fulfil his/her responsibilities, the Vice-Chair shall serve as Steering Committee Chairperson until a new Chair is elected. Aside from this, the Vice-Chair's key responsibilities are to perform tasks delegated by the Chairperson, and to stand in for the Chairperson when requested by them to do so, or when the Chairperson is unable to fulfil his/her functions.
- 3.3.8 SWA's Global Leadership Council members (or 'Leaders') are nominated by a multi-constituency Working Group and appointed by the Steering Committee Chairperson, in collaboration with the CEO. Given the sensitive nature of recruiting high-level individuals, the multi-constituency Working Group must develop and follow a recruitment process in order to ensure candidates' confidentiality. The Leaders bring important political mobilization, convening power and/or status to the SWA partnership, but they do not govern the organization. The Terms of Reference of the GLC is at Annex 6.

### **3.4 Election of leadership positions**

- 3.4.1 The Steering Committee Chair and Vice Chair must agree to commit roughly 10-15% of unremunerated time to SWA. (See Section 2.5.3 'Steering Committee Chair and Vice Chair'). The Chairperson and Vice-Chair shall be elected every three years at Steering Committee meetings.
- 3.4.2 The Steering Committee Chairperson and Vice-Chair are drawn ideally from the Steering Committee membership, but the Steering Committee may decide to elect an individual from outside the Steering Committee membership to fill this role.
- 3.4.3 If the Chairperson is selected from one of the current Steering Committee members, the relevant constituency shall select a replacement member to fill the newly vacated seat.
- 3.4.4 The Steering Committee Chairperson and Steering Committee Vice-Chair should come from different constituencies.
- 3.4.5 Elections of the Steering Committee Chairperson and Vice-Chair will take place at the beginning of the year as per the terms of office. In the case of a vacancy, elections to fill the vacant slot shall take place at the first Steering Committee meeting at which the vacancy exists.

- 3.4.6 The Secretariat shall announce forthcoming elections and call for nominations at least 30 days in advance of an election. Nominations may be received at any time prior to the election.
- 3.4.7 Candidates are eligible for election when they have been nominated, their nomination has been seconded by another partner, and they have confirmed to the Steering Committee Secretariat that they accept the nomination. All SWA partners can nominate potential Chairs and Vice-Chairs, to be seconded by another partner.
- 3.4.8 Steering Committee members that would like to be a candidate for the positions of Chairperson or Vice-Chair shall be present at the Steering Committee meeting at the time of nomination or should send his/her expression of interest to the Secretariat on the day before the election takes place.
- 3.4.9 Nominations should remain confidential until the nominated members are officially announced by the current Chairperson during the Steering Committee election process.
- 3.4.10 Voting shall occur in the Executive Session by secret ballot.
- 3.4.11 Voting shall be carried in a sequence starting with Chairperson and followed by the Vice-Chair.
- 3.4.12 The person chairing the election process shall not be from the nominees standing for election as Chairperson or Vice-Chair of the Steering Committee. The Steering Committee Vice-Chair shall conduct the election for the Chairperson role and the election of the Vice Chair would normally be conducted by the Chair. In the case where either both the Chair and Vice-Chair are candidates, an 'Election-Chair' shall be selected by the Steering Committee members to conduct the election.
- 3.4.13 The Steering Committee can ask the Chairperson (and Vice-Chair) to resign prior to the end of her/his term for a justified reason. Such a request must be agreed by a two-thirds majority of Steering Committee members.
- 3.4.14 If there is only one candidate for either position, the process for that position shall proceed by acclamation.
- 3.4.15 The Secretariat shall provide administrative and coordination services to the election process.

### **3.5 Allowances and reimbursement of costs**

- 3.5.1 Except for the CEO, Steering Committee members are neither entitled to receive any salary from SWA nor receive any honoraria or sitting allowances for attending Steering Committee meetings.
- 3.5.2 A Steering Committee member may be reimbursed for transport and accommodation costs in relation to attendance at a Steering Committee meeting.

### **3.6 Steering Committee work plan and budget**

- 3.6.1 The draft work plan and budget of SWA shall be prepared by the Secretariat and submitted first to the UNICEF Comptroller and UNICEF FSO, then to the Governance and Finance Sub-Committee for review, before approval by the full Steering Committee.

## Annex 1: The SWA Framework

Since the inception of SWA, partners have been working together to improve the effectiveness of collaboration in the sector. As a result of this work, the SWA partnership has developed a Framework for analyzing bottlenecks and challenges and identifying solutions to make progress towards the SDGs. At country level in particular, this Framework contributes to multi-stakeholder dialogue, identifying areas which are likely to hamper progress in the achievement of the SDGs. The Framework is sufficiently flexible to allow countries to adapt it according to their needs, processes, and ways of working.

The SWA Framework is composed of three interlinked elements that embody the values partners share, their common understanding of the sector, what the sector needs to succeed, and how to meet these needs through collaborative action.

The three elements of the Framework are the Guiding Principles, the Building Blocks and the Collaborative Behaviours.

### The Seven Guiding Principles

The Guiding Principles lie at the heart of SWA. The SWA partnership was established through agreement on a set of core values that would guide it throughout its life, irrespective of changes in its goals, strategies, type of work, or leadership. These Guiding Principles are what bind all partners together, forming the basis of all SWA activities and initiatives; to formally become part of SWA, all partner countries and organizations must agree to follow them.

### The Five Building Blocks

These capture the key elements that the sector must have in place in order to be able to deliver sustainable services and progressively eliminate inequalities in access. The governments lead in ensuring that the Building Blocks are functioning and are given the necessary attention according to country priorities. SWA provides a platform for governments to coordinate support from development partners around the Building Blocks, as well as opportunities for learn and exchange with other governments around the world, and other SWA partners.

### The Four Collaborative Behaviours

SWA has identified specific ways of working that are aligned with SWA's Guiding Principles, and which direct how SWA partners can best work together to deliver the Building Blocks. The Collaborative Behaviours are essential elements of SWA's approach, reinforcing collaboration, alignment and efficiency. When jointly adopted by both governments and development partners, the Collaborative Behaviours strengthen country capacity to deliver and sustain services.

### The Mutual Accountability Mechanism

The Framework is anchored in the SWA Mutual Accountability Mechanism, which empowers partners to hold each other globally accountable for progress towards the SDG targets, as well as reinforcing country-level multi-stakeholder planning and review processes.

The partnership shares the belief that having different stakeholders working together towards common goals will facilitate transparency, accountability, and participation. Partners created the SWA Mutual Accountability Mechanism so that their work on the Framework would be rooted in specific, measurable, attainable, relevant, and timely (SMART) actions, and to reinforce multi-stakeholder decision-making.

Implementation of the Mutual Accountability Mechanism is led by governments and is aligned with national multi-stakeholder processes to develop national plans and strategies. Governments identify priorities from among their national targets and milestones, in discussion with other national SWA

partners. These commitments are presented at SWA regional and global meetings – creating opportunities for international discussion of national progress.

The Mutual Accountability Mechanism is a key opportunity to put the SWA Framework into practice, incorporating the SWA Guiding Principles, re-enforcing the Collaborative Behaviours, and identifying gaps in a country’s implementation of the Building Blocks.

[More on the SWA Framework on SWA’s website.](#)

## Annex 2: Governance and Finance Sub-Committee Terms of Reference

### 1. Purpose of the Governance and Finance Sub-Committee (GFSC)

The Governance and Finance Sub-Committee will advise the SWA Steering Committee (SC) on the governance of SWA, focusing on SWA's effectiveness, integrity and performance. Its responsibilities include advising on SWA policies, practices, rules, procedures and other actions to ensure that the partnership is functioning effectively and ethically. It will also provide advice on finance issues, including supporting the SWA Secretariat and its host, UNICEF, by providing strategic advice on how best to maximize value for money, reviewing and providing feedback on annual workplans and budgets before they are presented to the SC for approval, and reviewing financial reports. This will also entail support to the Secretariat in the area of fundraising, including identifying potential donors and fundraising opportunities for SWA or collaborative efforts.

### 2. Membership of the Governance and Finance Sub-Committee

The Governance and Finance Sub-Committee will comprise a minimum of five members drawn from SC members representing different constituencies and including at least two representatives of government members. The GFSC members will be appointed by the SC. The CEO shall sit as an observer on the Sub-Committee. A Chair and Vice-Chair of the Sub-Committee will be elected by the Sub-committee's members and approved by the Steering Committee. Sub-committee members, Chair and Vice-Chair are expected to serve for a three-year mandate, renewable once. In case the SC membership of a member of the GFSC ends, the constituency shall nominate a new SC member from their constituency for the GFSC. In case the SC membership of the Chair or Vice-Chair ends, a new Chair or Vice-Chair shall be elected.

### 3. Core Responsibilities

#### Governance and efficiency of SWA

The GFSC is responsible for advising the SC on SWA's governance. This includes:

- Periodically reviewing and proposing to the SC, at least every three years, amendments to SWA's Governance Document in the light of the evolution of the SWA partnership and providing advice on the governance implications of decisions taken by the SC
- Providing advice on the selection and orientation of SC members
- Undertaking other reviews relating to governance, as requested by the SC
- Remuneration and expenses of SWA officials and those representing SWA
- As the need arises, advise the SC on developing proper identification and management of risks to SWA
- Identifying and advising on other issues relating to governance for the SC that require its attention

#### Integrity of the SWA partnership

The GFSC will provide the SC with advice and recommendations to ensure that the SWA partnership operates to the highest ethical standards, including:

- Monitoring, implementation and adaptation of the SWA Ethics and Code of Conduct Policy (ECCP) including conflict of interest procedures and protocols (Annex 7)
- Procedures for ensuring the partnership's legal and regulatory compliance

- Following procedures provided for by the ECCP, the GFSC will receive and in confidentiality review complaints about breaches of rules and regulations and conflicts of interest and advise the SWA leadership on appropriate action

### **Performance Management**

The GFSC will provide advice to the SC on aspects of performance management, including:

- The design and functioning of performance management mechanisms for SWA and its constituent parts, including the Secretariat, the CEO and the SC Chairperson
- Regular, independent evaluations of the SWA partnership, which are related to the governance and finance aspects of the partnership

### **Finance**

The GFSC will provide advice to the SC on financial issues, including:

- Review and approval of annual Secretariat work plans and budgets
- Review and approval of six-monthly financial reports from the Secretariat
- How best to maximize value for money
- Support to the Secretariat in the area of fundraising, including identifying potential donors and fundraising opportunities for the partnership
- The organization and staffing of the SWA Secretariat, with a view to supporting the work of the partnership in the most cost-effective way possible

## **4. Ways of working**

The GFSC is expected to meet at least two times per year, generally one month ahead of the SC meetings so that it can report directly to SC members. Meetings can either be virtual or face-to-face. The Chair shall be responsible to invite members to meetings. The agenda shall be communicated at least one week before the meeting takes place. Any Sub-Committee member not being able to participate in a meeting should notify the Chair and, where that is not possible, the Secretariat focal point before the meeting takes place. The GFSC is accountable to the Steering Committee.

A quorum will be established with at least half the Sub-Committee's members. The GFSC strives to agree by consensus. In some cases, a vote may be needed if consensus cannot be achieved. In this case, each member has a vote. Should a vote be evenly split, the Chair will have a casting vote.

The GFSC may seek independent advice to help it perform its duties where this is justified. A related request for funding can be made directly from the Chair of the GFSC, to the SC.

The GFSC may create ongoing Working Groups (WG) having a long-term horizon for its activities or Task Teams which are ad hoc groups with time-limited tasks. Both Working Groups and Task Teams shall be accountable to the GFSC.

The GFSC does not take decisions about SWA's governance or finances; the Sub-committee applies and studies governance and finance issues and makes recommendations to the SC for eventual decisions.

Minutes of the GFSC will be circulated to all its members and made available to all members of the SC. They will also be made available, upon request, to other partners as deemed necessary.

## Annex 3: Programme and Strategy Sub-Committee Terms of Reference

### 1. Purpose of the Programme and Strategy Sub-Committee (PSSC)

The Programme and Strategy Sub-Committee (PSSC) will advise the SWA Steering Committee (SC) on the effectiveness of SWA policies, strategies and programmes. The Programme and Strategy Sub-Committee addresses fundamental questions about whether SWA is staying relevant and forward thinking in achieving its 3 strategic Objectives to meet the water, sanitation, and hygiene related targets of SDGs. It provides a bridge between governance and policy and SWA activities in countries, ensuring that SWA policies respond to barriers and opportunities to progress. It discusses and advises, inter alia, on how high-level meetings need to be organized in order to attain SWA and sector-wide goals. With reference to programmes, it reviews and evaluates whether SWA activities are (a) collecting the necessary evidence upon which to inform best practices in pursuing SWA's vision, goals and in implementing the Framework, and (b) on track to accomplish what they set out to do.

### 2. Membership of the Sub-Committee

The PSSC will be comprised of five to seven SC members and including at least two representatives of government members. Each SWA constituency must be represented on the PSSC. PSSC members will be appointed by the SC. The CEO shall sit as an observer on the PSSC. A Chair and Vice-Chair will be elected by the Sub-committee's members and approved by the Steering Committee. Sub-committee members are expected to serve for a three-years mandate, once renewable. Should PSSC members resign from the institution that has appointed them to the SC, or be replaced by another institutional representative, a new member from the appropriate constituency will be appointed to the PSSC.

### 3. Core Responsibilities

#### Implementation of SWA Policies and Programmes

The PSSC is responsible for supporting the partners and advising the SC on SWA's programme and general policy directions for the water, sanitation, and hygiene sector. This includes:

- Providing leadership and guidance on the application of SWA's Framework, including its tools, the Guiding Principles, Building Blocks, Collaborative Behaviours and Mutual Accountability Mechanism, to partners and to the full SC
- Debating current progress in the water, sanitation, and hygiene field and proposing new directions and changes for SC consideration
- Supporting the development of a strategic approach to SWA public engagement, including High-level Meetings, to ensure these advance programme priorities
- Assessing in an ongoing manner whether the SWA Framework is providing the basis for best practices in the water, sanitation, and hygiene field

#### Effectiveness of SWA

The PSSC is responsible for monitoring the ongoing effectiveness of SWA by keeping abreast of programmes and progress toward SWA objectives. This includes:

- Providing advice and oversight on mechanisms to monitor and evaluate SWA policy and programme performance



- Conducting periodic reviews and/or evaluations on progress towards objectives defined for key programme strategies and programme activities
- Conducting independent evaluations of the SWA partnership which are relevant to the strategic direction and programme efficiency
- Regularly reviewing the implementation of its Working Group's workplans
- Spending and providing strategic support to Working Group Chairs

#### 4. Ways of working

The PSSC is expected to meet at least two times per year, generally one month ahead of the SC meetings so that it can report directly to SC members and, if needed, submit proposed decisions for SC consideration. Meetings can either be virtual or face-to-face. The PSSC is accountable to the Steering Committee.

A quorum will be established with at least half the Sub-Committee's members. The PSSC strives to agree by consensus. In some cases, a vote may be needed if consensus cannot be achieved. In this case, each member has a vote. Should a vote be evenly split, the Chair will have a casting vote.

The PSSC may seek independent advice to help it perform its duties where this is justified. A related request for funding can be made directly from the Chair of the PSSC, to the SC.

The PSSC may create ongoing Working Groups (WG) having a long-term horizon for its activities or Task Teams which are ad hoc groups with time-limited tasks and are accountable to the PSSC.

The PSSC does not take decisions about SWA policies or programmes; the Sub-committee applies and studies policies and programmes and makes recommendations to the SC for eventual decisions.

Minutes of the PSSC will be circulated to all its members and made available to all members of the SC. They will also be made available, upon request, to other partners as deemed necessary

## Annex 4: Responsibilities of the Secretariat

In accordance with SWA's Governance Document, the Secretariat supports the different bodies of the partnership in performing their roles. It provides technical, administrative, secretarial, logistical and communications support to SWA and its various bodies. It coordinates the implementation of SWA's strategy, work plan and results framework; raises funds for the partnership; builds strategic partnerships with similar initiatives; represents the partnership; and undertakes advocacy and promotion of SWA.

The Secretariat is accountable to the Steering Committee. The functions and roles of the Secretariat are laid out in SWA's Governance Document in generic terms and described in more detail below. The Steering Committee can also adopt decisions requesting the Secretariat to undertake additional functions. These should always be balanced by an appreciation of whether this will require new resources.

The current Terms of Reference represents the support the Secretariat strives to offer the partnership once it is at its full staff capacity, according to the approved organigram. The focus and level of support it offers the partnership may vary from one year to another; according to levels of staffing and resources available and shall be outlined every year according to the workplans approved by the Steering Committee.

### Specific tasks of the CEO

The Secretariat is led by a Chief Executive Officer (CEO), who is a non-voting, ex-officio member of the Steering Committee and of the Executive Oversight Committee (EOC) of the Steering Committee. The CEO determines the structure and staffing levels of the Secretariat, with approval from the Steering Committee. The current structure and staffing are reflected in Annex 9.

### The CEO's responsibilities are to:

- a) Lead the Secretariat team and represent the Secretariat at the Steering Committee and EOC
- b) Ensure the efficient and effective functioning of the Secretariat and the line management and development of its staff
- c) Support SWA partners in achieving consensus on common objectives of the partnership
- d) Raise funds for the partnership in conjunction with the Chair and the Governance and Finance Sub-Committee
- e) Coordinate the implementation of SWA's work plan and results framework
- f) Build strategic partnerships and represent SWA externally
- g) Undertake advocacy and promotion of SWA in coordination with the Global Leadership Council

### Responsibilities of the Secretariat

The main currently agreed responsibilities and activities of the Secretariat are described in detail below.

#### Support the Steering Committee in achieving good governance and effectiveness across SWA bodies

- a) Provide administrative and logistical support to the Steering Committee, the EOC,

the sub-committees, and their working groups and task teams, including making arrangements to convene meetings (including travel and logistics<sup>6</sup>), distributing agendas, notifications and minutes of meetings, which should document participation in, and transparency of, discussions and decisions reached at these meetings

- b) Organize orientation and capacity-building for Steering Committee members, including inductions for new members
- c) Record and file for public record Steering Committee decisions and progress reports, including those from sub-committees
- d) Maintain up-to-date records of Steering Committee actions and the status of programme activities
- e) Support the Steering Committee Chair and facilitate SWA-relevant communications with all key constituencies in SWA
- f) Prepare and submit reports as requested by the Steering Committee Chair, and make available to SWA partners all reports on the implementation of SWA activities
- g) Respond to public enquiries on SWA matters and share information with all SWA stakeholders
- h) Maintain an efficient system for Steering Committee reports, documents, correspondence and other relevant materials including distribution and contact lists
- i) Coordinate periodic elections of new Steering Committee members, Chair and Vice-Chair
- j) Review SWA partner applications and make recommendations to the Steering Committee on the admission of new partners

## **Political engagement and prioritisation at the global level**

### ***2.1 Organizing and convening high-level meetings***

- a) Support Steering Committee and appropriate bodies in identifying objectives, target audiences and structure for high-level meetings (HLMs) that aim to increase political momentum and attention around water, sanitation, and hygiene and to facilitate political dialogue and mutual accountability
- b) Work with partners on the logistics of convening those HLMs and ensure the efficient delivery of the meetings to the satisfaction of the partners

### ***2.2 Organizing and engaging in high-level events***

- a) Support Steering Committee and appropriate bodies in identifying opportunities to implement and communicate SWA's framework and the mutual accountability mechanism
- b) Support the Steering Committee in articulating SWA's impact in achieving the water and sanitation-related targets of the Sustainable Development Goals (SDGs) to leverage more support and buy-in from partners

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<sup>6</sup> Details of logistical support for meetings and travel are found under section 6 of this document.

- c) Articulate SWA's unique contribution to the achievement of the water, sanitation, and hygiene-related targets of the SDGs at global, regional, and national levels
- d) Identify events at global and regional levels which SWA should contribute to and engage with
- e) Promote SWA's involvement with partnerships in other sectors (for example, nutrition, education, health, climate, human rights)
- f) Follow and contribute to the work of relevant United Nations bodies and other global bodies and processes (for example, UN-Water, United Nations Department of Economic and Social Affairs, United Nations General Assembly, United Nations Economic and Social Council, United Nations Human Rights Council, United Nations Development Programme, and UN Women)
- g) Draft agendas, briefing notes, presentations, and other communications materials for global and regional events

### **2.3 Mobilizing the leadership to represent SWA in high-level events**

- a) Create and maintain the Global Leaders Council with members who are ready to be mobilized and contribute to SWA's mission as true SWA champions
- b) Identify opportunities to use the voices of global leaders in meetings, via media exposure including op-eds and social media
- c) Prepare briefing notes and, when required, speaking notes, video scripts and draft media and social media contributions for the Global Leaders

## **Constituency Support**

### **1.1 Country engagement<sup>7</sup>**

#### **3.1.1 Political prioritization for water, sanitation, and hygiene**

- a) Support and mobilize SWA partners at country level to prepare for, participate in and follow-up on the HLMs
- b) Support SWA country-level partners which participate in either the preparatory process and/or the HLMs to take the lead in countries and take practical actions regarding the theme(s) of the HLM.

#### **3.1.2 Strengthen government-led national processes**

- a) Mobilize SWA partners to support, develop, implement, or strengthen government-led multi-stakeholder processes for planning, resourcing, and reviewing progress towards national SDG targets
- b) Provide, and support partners to use, information, evidence and materials related to the SWA framework and explain how these can be used to strengthen national processes
- c) Conduct and promote peer-to-peer learning to enable exchanges of experiences

<sup>7</sup> While SWA has more than 60 government partners, the Secretariat will carefully select specific countries on which to deploy the available resources for each annual workplan. This could be as low as 2 countries for some of the tasks and as high as 25 for others.

related to aspects of the SWA framework

- d) Strengthen alignment with regional processes and platform
- e) Mobilize and orient new government partners to be able to use the SWA framework, to strengthen multi-stakeholder approaches and to catalyse political support for water, sanitation, and hygiene issues

### **3.2 The Mutual Accountability Mechanism**

- a) Support global level engagement to promote the implementation of the Mutual Accountability Mechanism at HLMs
- b) Support partners at country level to take the lead and implement the Mutual Accountability Mechanism
- c) Mobilize partners to submit commitments for the Mutual Accountability Mechanism and support joint review and monitoring of these commitments at global and country level.

### **3.3 Support to other constituencies**

- a) Support the work of Steering Committee members and representatives of other constituencies (including Civil Society Organizations - CSOs, External Support Agencies - ESAs, Research and Learning - R&L, Private Sector – PS, and Utilities and Regulators – U&R)
- b) Support the implementation of constituency workplans
- c) Assist constituency representatives with reporting to SWA governing bodies
- d) Share with constituencies all relevant, regular, and updated information about SWA and how to engage with SWA
- e) Organize inductions for new constituency partners
- f) Support outreach to potential new partners of SWA that could join constituencies
- g) Foster links and networking among key partners at international, regional, and country level
- h) Assist in organizing specific constituency webinars

### **Communications**

- a) Develop, maintain, and implement an overall SWA communications strategy and workplan to position SWA's work and SDG6 in the public domain, to strengthen political will in support for SDG6 and SWA's vision and objectives, and to enhance the partnership's credibility and positioning
- b) Keep the partnership as a whole informed of activities, events, campaigns and other relevant content
- c) Provide partners with the support and materials they need to help them promote the vision and objectives of SWA in their day-to-day work and through their networks

- d) Develop and implement campaigns around special projects and events
- e) Manage SWA’s communications platforms and channels

#### **Knowledge management, monitoring and evaluation**

- a) Develop, implement, and track a knowledge management strategy and system for the entire partnership
- b) Identify and document partner experiences of the implementation of the SWA framework
- c) Strategically plan and organize innovative methods to disseminate SWA information

#### **Financial and administrative functions**

##### ***6.1 Trust account management and grant management/reporting***

- a) Develop and implement standard operating procedures and administrative arrangements between SWA, the Secretariat host organization and the host organizations of specific decentralized Secretariat staff
- b) Periodically review SWA’s status with regards to the Trust Account Agreement and oversee the overall progress against its results framework, through monitoring, reporting and evaluations
- c) Review, approve and submit periodic progress donor reports
- d) Commission evaluations on the overall performance of the trust account
- e) Approve direct costs related to trust account operations
- f) Approve contract extensions and updates as required

##### ***6.2 Budget and annual workplan***

- a) Prepare the annual budget and workplan for the partnership and present it to the Steering Committee for approval, in line with the strategy, the results framework, availability of funds, and general directions from the Steering Committee
- b) Request amendments to the approved budget and workplan according to changing needs over the course of the year, following the process for approval described above

##### ***6.3 Human resources***

- a) Ensure that all roles listed in the organogram approved by the Steering Committee are recruited through a competitive process that meets the standards established by the partnership and the hosting organization of each of the positions
- b) Work with the Steering Committee and its Finance and Performance Working Group to make sure that the Secretariat is constantly staffed in a way that makes it fit for purpose and able to respond to the needs of the partnership

##### ***6.4 Logistical support for Steering Committee and other meetings***

- a) Provide logistical support, including travel and procurement, for Steering Committee operations and other meetings, in accordance with relevant rules and procedures, including those of the Secretariat host
- b) The Secretariat, in consultation with the EOC, will prioritize the support given to partners and other stakeholders according to available human and financial resources

## Annex 5: Responsibilities of the Chief Executive Officer (CEO)

1. Provide strategic leadership to the SWA partnership, compatible with its vision and high-level objectives.
2. Be an influential and powerful advocate for SWA, representing the partnership in high-level meetings and events, as well as supporting its Steering Committee to define and achieve its strategic objectives, while ensuring accountability to all its members.
3. Manage SWA's Secretariat and oversee all operational, executive, and fundraising activities, working closely with SWA's Chairperson and Steering Committee. Heading SWA's Secretariat, the CEO ensures it has the structure, systems, staff, and financial resources to perform effectively and efficiently.
4. Establish and strengthen cooperative relationships with all SWA constituencies and partners, and with other global partnerships, building networks, harnessing information and mobilizing opportunities to benefit SWA.
5. Build and maintain effective working relationships with SWA's members, its Steering Committee members, the Steering Committee Chairperson, SWA's Secretariat, its host organization, Working Groups, country/regional offices and beyond SWA, and other key stakeholders supporting SDG 6.
6. Establish strategies and plans for resource mobilization, working with the SWA Chairperson and Steering Committee to secure financial commitments and resources from a wide set of donors, ensuring that donor relations are maintained through accounting for expenditure in accordance with UNICEF rules and regulations and specific contribution agreements, and through appropriate and timely reporting of expenditure.



## Annex 6: GLC Terms of Reference

### About SWA

Created in 2009, SWA is a growing global, intergovernmental, multi-stakeholder partnership for the water, sanitation, and hygiene sector, comprising country governments from Africa, Asia-Pacific, the Americas and Europe; civil society; development partners (including regional development banks, UN Agencies, and philanthropic institutions as the Bill and Melinda Gates Foundation), research and learning institutions, regulators and utilities, and the private sector.

### SWA leadership

The partnership's [Chief Executive Officer](#) (CEO) is Ms. Catarina de Albuquerque, previously the first UN Special Rapporteur on the human rights to safe drinking water and sanitation.

The [Steering Committee](#) assumes overall leadership for the strategic direction of SWA and oversees all SWA activities. It currently includes 28 members, 12 of them representing governments from different regions of the world.

### The Global Leadership Council (GLC)

The SWA [Governance Document](#) mandates the creation of a Global Leadership Council; which is a high-level group of appointed SWA leaders who advocate for and mobilize wider political commitment to the [Guiding Principles](#) and aims of the SWA partnership. The Council's members are well-positioned influence and thought 'Leaders' who advocate on behalf of SWA.

The three to five individuals who form this Group will work as high-level champions of water, sanitation, and hygiene in general and of SWA in particular. The Leaders will represent different regions, supporting the Steering Committee and CEO with their local knowledge to increasing SWA's visibility and presence in that area.

### Objectives

1. Give advice and support to the Steering Committee and Chief Executive Officer
2. Promote the interests of and give visibility to SWA, e.g. at the UN-level and other multilateral gatherings; at bilateral encounters with key national and global decision makers of different constituencies, including potential new partners (especially governments); by supporting media relations activities, etc.;
3. Enhance visibility for sanitation, water, and hygiene globally and nationally.

### Key Elements

According to the Governance Document, members of the GLC:

1. Play a key political mobilization and advocacy role, but they are not a part of the SWA governance structure.
2. Bring important convening power and/or status to the SWA partnership, but do not govern the organization.

3. May serve in leadership roles if elected, or selected by the SC.

#### **Profile**

Ideally, the SWA Leaders will be either 1) young and ascending leaders with no affiliation to a particular cause but interested in water, sanitation, and hygiene issues, or 2) recognized leaders in their region and are interested in being involved in SWA's high-level political dialogue and advocacy.

#### **Time investment**

This Global Leaders' Group would meet once or twice per year (once in person and once via teleconference if possible). Other activities would be arranged on a case-by-case basis, depending on the Leader's availability.

## Annex 7: Code of Conduct

**This Code of Conduct reflects the overarching ethical principles and core values of Sanitation and Water for All (SWA). These are: honesty; integrity; transparency of action; compliance with laws and contracts; impartiality and trustworthiness; respect; equality and non-discrimination.**

The aim of the Code is to ensure that everybody working with SWA behaves in accordance with these values and does not abuse their position. The Code covers **conflicts of interest, gifts and bribery, sexual harassment** and **abuse of authority**.

In addition to this code, Secretariat staff are also required to adhere to the relevant codes and rules of their host organization(s).

### **1 About the code**

#### *Who is covered?*

The Code applies to SWA leaders; Secretariat staff; individuals representing SWA partners; and members of the SWA Steering Committee, sub-committees and working groups in relation to their engagement with SWA. These people are referred to as **covered individuals**.

#### *Reporting a breach*

A breach of the Code occurs when a covered individual conducts engagement in SWA in a way that either does not comply with SWA's core values (stated above) or violates any of the specific provisions of this code.

Covered individuals and interested parties shall report any breach of the Code to [complaints@sanitationandwaterforall.org](mailto:complaints@sanitationandwaterforall.org) or to the Chair of the **SWA Steering Committee** or the Chair of the **Governance and Finance Sub-committee**. The report may be made anonymously but should provide as much detail as possible about the date and location of the alleged incidents, the names of any witnesses and other proof. Only members of the Governance and Finance Sub-committee and one member of staff from the SWA Secretariat shall have access to the above email account.

#### *Investigations and sanctions*

All complaints, allegations and related investigations will be managed in strict confidentiality. The Governance and Finance Sub-committee is responsible for investigating complaints and proposing appropriate actions or sanctions. Depending on the case, appropriate actions can include an oral notification, a written warning, or expulsion from the SWA partnership (for serious instances such as illegal misconduct or where the reputation and integrity of SWA is affected).

Appropriate actions shall be agreed by the Chair of the SWA Steering Committee and the Chair of the Governance and Finance Sub-committee.<sup>8</sup> Expulsion shall require the approval of the SWA Steering Committee. In case a complaint concerns the Chair of the SWA Steering Committee or the Chair of the Governance and Finance Sub-committee, this person shall be excluded from any investigation and

<sup>8</sup> Further procedures and guidelines for conducting investigations and identifying appropriate sanctions are provided in the Terms of Reference of the Governance and Finance Sub-committee.

decisions on this matter and the respective Vice-Chair shall act instead. If a complaint concerns the SWA CEO, the Governance and Finance Sub-committee shall, in addition to conducting its investigation, inform the UNICEF Ethics Office to take appropriate measures as the formal employer of the CEO.

#### *Record keeping*

The Governance and Finance Sub-committee will keep a record of all allegations, investigations and decisions made by SWA in relation to the Code. It will prepare an annual report about adherence to the Code, ensuring the confidentiality of everyone involved. The report will be published online to ensure full transparency.

## **2 Conflicts of Interest**

**In the work of SWA, conflicts can arise between the private interests of individuals and partner organizations and those of SWA. Our aim is to immediately discuss and resolve such conflicts and to undertake activities with transparency and accountability.**

A conflict of interest occurs when there is conflict between the professional interest of SWA and the private interest of a covered individual or the interest of an organization the covered individual is affiliated to, which could improperly influence the performance of official duties and responsibilities within SWA. This also includes situations in which a covered individual's responsibility to a second party, for example an employer, limits his or her ability to discharge his or her responsibility to SWA.

Understanding that members who are employees of other organizations or governments and may represent the views and/or interests of these bodies, such representations in discussions related to SWA will not be deemed conflicts of interest. A conflict of interest does occur, for example, when a decision of SWA affects funding for the employer organization of a covered individual.

### **Declaring a conflict of interest**

In meetings, any covered individual with a an actual, potential or perceived conflict of interest shall immediately declare the conflict of interest and recuse himself/herself from the proceedings, particularly where decisions are to be reached. Declarations of interest shall be a standard agenda item at the beginning of any executive session of the Steering Committee and the Executive Oversight Committee, and declarations shall be documented in the minutes.

## **3 Bribery, gifts, and travel**

Covered individuals must not – either directly or indirectly – request, accept, offer, give bribes, or arrange for bribes to be given or engage in any other form of corruption.

**When representing SWA, travelling on its behalf, or conducting any business in their capacities as SWA partners**, all covered individuals are prohibited from **giving or accepting gifts** to and from SWA partners, programme beneficiaries, staff and consultants or business partners unless these are minor gifts of less than US\$100 value. Gifts refer to any gratuity, favour, discount, hospitality, loan, or other item with monetary value. This includes services, training, transport, lodgings, and meals.

Covered individuals shall adhere to the relevant travel guidelines and reimbursement rules when traveling on behalf of SWA.

#### **4 Sexual harassment and abuse of power**

**SWA is committed to providing an environment that is free from sexual harassment, other forms of harassment and bullying, and abuse of power. Covered individuals shall not engage in any such misconduct.**

##### **Sexual harassment**

Unwelcome sexual advances or physical contact, requests for sexual favours, and other conduct of a sexual nature constitute **sexual harassment** when:

- A decision affecting an individual is made because the individual submitted to or rejected the unwelcome conduct; or
- The unwelcome conduct interferes with an individual's duties or creates an intimidating, hostile, or abusive working environment

The following actions may constitute harassment:

- Sexual pranks, teasing, jokes, or innuendo
- Verbal abuse or touching of a sexual nature
- Making or posting sexually demeaning or offensive pictures or other materials in the workplace
- Unwelcome conduct of a sexual nature that affects the work environment

A victim of sexual harassment can be a man or a woman. The victim can be of the same sex as the harasser. When deciding whether behaviour constitutes harassment, the power dynamics between the victim and perpetrator, as well as how the victim feels about the behaviour, should be considered.

##### **Abuse of power**

**Abuse of power** is the improper use of a position of influence, power, or authority against another person. This is particularly serious when a person uses, or threatens to use, his/her influence, power or authority to improperly influence the career or employment conditions of another, including (but not limited to) appointment, assignment, contract renewal, performance evaluation or promotion. Abuse of power may also include conduct that creates a hostile or offensive work environment, and such conduct can include (but is not limited to) the use of intimidation, threats, blackmail or coercion. Sexual harassment is sometimes a form of abuse of power/authority.

Covered individuals should avoid sexual relationships with anyone under the age of 18.

SWA also discourages sexual relationships between partners and staff, between partners and programme beneficiaries, and between staff and programme beneficiaries.

**Sub-annex 7.1: Conflict of Interest Declaration Statement and Form**

I, \_\_\_\_\_ (name), agree to comply with SWA Code of Conduct and SWA-related policies, guidelines and procedures.

As a member of the Steering Committee or SWA Secretariat staff, or any of SWA's Governance bodies I shall not discuss, advocate, or vote on any matter in which I have a conflict or potential conflict of interest or an interest which reasonably might appear to conflict with the concept of fairness in dealing with the business of SWA.

I acknowledge that a conflict of interest or a potential conflict occurs when there is conflict between the professional interest of SWA and my private interest or the interest of the organization I am affiliated to, in which I have private or other interests which could improperly influence the performance of official duties and responsibilities within SWA. This also includes situations in which my responsibility to a second party, for example my employer, limits my ability to discharge my responsibility to SWA.

I therefore certify that I have read and understood the Code of Conduct and confirm that if I violate this provision, SWA will take appropriate measures outlined in the code which may include suspension or discontinuation of my position in SWA. I will seek clarification and any further responses to questions that I might have regarding the interpretation of these guidelines or other conflict of interest matters, either from Steering Committee Chair, the Chair of the Governance and Finance Sub-committee or the Secretariat.

In this respect, I will adhere to the Code of Conduct that requires me to declare immediately to SWA a conflict or potential conflict of interest on an issue during relevant meetings or at any other time in the workings of SWA. I will state the nature of the conflict, acknowledging that I have a separate, private, or monetary interest, either direct or indirect. I shall then excuse myself from any SWA meetings, discussions and voting concerning the matter in question.

I also acknowledge that I am obliged to raise any conflict of interest I may be aware of amongst other partners of SWA or implementing organizations to safeguard the reputation of SWA and ensure that it conducts business in a balanced and transparent manner, as well as adhere to ethical standards.

In keeping with the above principles and those further stated in the Code of Conduct, I hereby declare as follows [tick the appropriate box]:

I do not have any foreseeable conflict of interest that relates to the functions and operations of SWA.

Alternatively,

I have conflict of interest in the functions and operations of SWA, as listed below.

Name: \_\_\_\_\_

SWA Constituency: \_\_\_\_\_

Organization: \_\_\_\_\_

Please list any SWA Committees or Technical Task Teams you participate on below:

- 
- 

Postal Address: \_\_\_\_\_

Email Address: \_\_\_\_\_

Telephone: \_\_\_\_\_

Cell-phone: \_\_\_\_\_

I hereby certify that I have read the Code of Conduct and, as a Steering Committee member, alternate, member of any of the SWA governance bodies, or Secretariat staff, I will act in accordance with the norms and standards set therein.

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

Witness: \_\_\_\_\_

## Annex 8: Membership sanctions, resignations and changes

### Sanctions

Sanctions shall mainly arise from the following situations:

- The lack of respect in the implementation of this Governance Document (including its Ethics and Conflict of Interest Management Policy)
- Absenteeism: three absences (within a two-year term) from Steering Committee meetings
- Absenteeism: three absences from Sub-Committee or Working Group and Task Team meetings (not be counted towards absenteeism from Steering Committee meetings)

Any sanction recommended under this document:

- Must be fair and reasonable
- Must have any final decision made by the Steering Committee leadership
- Must allow a person under threat of such sanction the opportunity to express himself/herself in relation to the issue for which he/she has received the sanction. Fifteen working days shall be given to present in writing reasons or evidence in rebuttal
- The Steering Committee shall evaluate and issue a final resolution

Once the issue has been properly considered by the Steering Committee, if it is decided that a member is indeed found to be at fault, then one or more of the following sanctions shall be applied depending on the seriousness of the misconduct:

#### Written notification

The Secretariat shall notify the member in writing (via email or letter) outlining the fault that is the cause for the notification. The notification shall be signed by the Chairperson of the Steering Committee.

The member will be given the opportunity to further respond to the written notification within eight days, undertaking not to repeat the fault that caused the notification.

The reasons or evidence outlining the behaviour or problems being encountered, and possible solutions shall be submitted to the Executive Oversight Committee. These findings will be presented to the Steering Committee for a final decision.

The written notification shall be filed by the Secretariat as part of the records.

#### Dismissal

Where it is alleged that there exists just cause for dismissal of a Steering Committee member, the allegation(s) shall be brought to the attention of the Executive Oversight Committee. The initiation of preliminary proceedings shall be at the discretion of the Executive Oversight Committee and in cases where it intends to proceed, the committee shall inform the member (with a copy to the constituency that he/she represents) in writing of the allegations which have been made against the member, together with a written summary of all relevant circumstances and the reason(s) for the intended dismissal.



If such member wishes to contest the intended dismissal, he/she must respond within fifteen days of the receipt of the notification.

The Executive Oversight Committee shall make a rigorous assessment before making a recommendation of a final and non-appealable decision to the Steering Committee, which shall have the final say.

### **Resignation**

Should Steering Committee members, including alternates, elected/nominated by their constituency wish to resign, the following shall apply:

1. They shall notify their constituencies of their intention to resign and do so with a written copy to the Steering Committee no later than fifteen days from the date of submission of the resignation to the constituency.
2. Their constituencies shall be required to elect/nominate the replacement within a period of one month.
3. In the case of the resignation of the main Steering Committee member (not the organization), he/she shall be replaced by his/her alternate, pending replacement by the organization.
4. In the case of the resignation of the alternate, the member shall be the only member until the organization nominates and recommends a replacement.

### **Changes**

Should a constituency decide to make changes in representation of either their full Steering Committee member or their alternate, they must communicate such changes by written document, signed and submitted to the Secretariat.

## Annex 9: Current Organigram

