



EXECUTIVE OFFICE OF THE PRESIDENT  
CHIEF OF STAFF AND HEAD OF THE PUBLIC SERVICE

Telegraphic Address  
Telephone: +254-20-227436  
When replying please quote

STATE HOUSE  
P.O. Box 40530-00100  
Nairobi, Kenya

Ref. No. ....

**QR/CAB.9/1A**

....., 20...  
**November 25, 2022**

**All Cabinet Secretaries**

**RE: GUIDELINES ON THE PROCEDURE FOR  
APPOINTMENT OF CHAIRPERSONS, BOARD MEMBERS  
AND CHIEF EXECUTIVE OFFICERS OF STATE  
CORPORATIONS AND OTHER BODIES**

---

Reference is made to the various circulars on appointment of Chairpersons, Board Members and Chief Executive Officers of State Corporations, copies annexed hereto for information and ease of reference.

The purpose of this circular is to bring the same to your attention, and reiterate the contents thereof, emphasizing that:

1. The appointment of Chairpersons, Board Members and Chief Executive Officers of State Corporations and autonomous bodies must receive the express approval of this office prior to gazettment and/or appointment. This is to assure that candidates are suitably vetted, while also securing alignment with constitutional tenets on diversity. The Government Printer shall only gazette appointments upon receipt of express approval from this office.
2. All board appointments should be effected via gazette notice, for the purpose of public information. Gazettment of Chief Executive Officer positions may only be necessary if expressly required by law, however copies of appointment letters/contracts should be copied to the Prime Cabinet Secretary and this office for noting.
3. The identification and selection of Board Members should take into consideration the skills mix and experience necessary to provide policy, technical and operational guidance to the respective State Corporation. Professionalization of the Board is


to be strictly enforced. The following skill sets should be incorporated in the selection criteria:

- a. Accounting/Audit
- b. Legal/Governance
- c. Human Resource
- d. Subject matter expertise in the State Corporation's core mandate
- e. Constitutional tenets on diversity

Board Members will be expected to subscribe to an Accountability Pledge upon appointment (appointment letter template annexed hereto)

- 4. Cabinet Secretaries must ensure that they do not appoint public officers to serve as independent members unless the enabling law provides for the same.
- 5. Alternate Directors representing Principal Secretaries or the Attorney General on state corporation boards must be appointed on the basis of ethics and integrity, subject matter expertise, knowledge and experience of ministerial policy, serving in JG P and above (unless exempted). Alternate Directors will not require gazettement where they represent the principal member, however, regular transfers of representatives should be effected to manage potential risks of prolonged stay (appointment letter template annexed hereto)
- 6. Principal Secretaries will be required to attend select boards/select board business, in person, for the purpose of assuring government priority objectives.
- 7. Renewal of Board Membership will be subject to board performance evaluation outcomes, cross-referenced against overall institutional performance.

You are requested to take note of the same for action.

  
**FELIX K. KOSKEI**  
**CHIEF OF STAFF AND HEAD OF PUBLIC SERVICE**

**All Principal Secretaries**

**The Government Printer**

Ministry of Interior and National Administration

**NAIROBI**

---

Number of hauls	<i>P. setiferus</i> (%)	<i>P. setiferus</i> + <i>P. setiferus</i> + <i>P. setiferus</i> (%)
1	10	5
2	30	10
3	50	15
4	70	18
5	85	20
6	95	22
7	100	23
8	100	24
9	100	25
10	100	26

Trial	Control (%)	MCI (%)	AD (%)
1	75	75	75
2	80	78	78
3	85	82	78
4	88	84	79
5	90	85	80

$\frac{1}{2} \times \frac{1}{2} = \frac{1}{4}$ $\frac{1}{4} \times \frac{1}{4} = \frac{1}{16}$ $\frac{1}{16} \times \frac{1}{16} = \frac{1}{256}$ $\frac{1}{256} \times \frac{1}{256} = \frac{1}{65536}$ $\frac{1}{65536} \times \frac{1}{65536} = \frac{1}{4294967296}$	$\frac{1}{2} \times \frac{1}{2} = \frac{1}{4}$ $\frac{1}{4} \times \frac{1}{4} = \frac{1}{16}$ $\frac{1}{16} \times \frac{1}{16} = \frac{1}{256}$ $\frac{1}{256} \times \frac{1}{256} = \frac{1}{65536}$ $\frac{1}{65536} \times \frac{1}{65536} = \frac{1}{4294967296}$
--	--

C





## **APPOINTMENT LETTER FOR CHAIRPERSON (STATE CORPORATION)**

Chairperson

Address

Dear

### **LETTER OF APPOINTMENT AS CHAIRPERSON OF ..... BOARD**

I am pleased to convey your appointment as the Chairperson of ..... in accordance with section ..... of the ..... Act.

State Corporations are established to promote and accelerate economic growth and development and drive social and economic transformation in the Country. The Board of a State Corporation is therefore required to entrench good corporate governance, enhance efficiency and effectiveness thereby improving service delivery and increasing value for money to the public.

The Board is collectively responsible for promoting the success of the State Corporation by directing and supervising the entity's affairs. The Board should therefore, provide strategic direction to the State Corporation in line with its mandate and Government expectations and must therefore:

1. Acquaint itself with government priorities as set out, the mandate of the State Corporation as well as its contribution to national priorities in its sector;
2. Acquaint itself with government policies, procedures and practices, as well as sector specific Guidelines and, prioritize enforcement of good governance, accountability and transparency principles and Guidelines in all operations of the State Corporation;
3. Ensure that the highest standards of integrity and probity permeate throughout the structures of the State Corporation, and set expectations regarding good governance culture, values, and behavior in all operations;
4. Ensure remission of statutory and other staff deductions on timely basis; and
5. Ensure that Board matters are carried out in line with the existing laws and regulations including:
  - (i) Article 10 of the Constitution;
  - (ii) Article 232 of the Constitution;
  - (iii) Public Service Values and Principles Act, 2015;
  - (iv) State Corporations Advisory Committee Act, 2017;

- (v) Public Service (Performance Management) Regulations;
- (vi) Human Resource Policies and Procedures Manual for the Public Service;
- (vii) Public Finance Management Act, 2012;
- (viii) Finance Policies and Procedures Manual;
- (ix) Public Procurement and Disposal Act;
- (x) Procurement Policies and Procedures Manual;
- (xi) Public Officers Ethics Act;
- (xii) Leadership and Integrity Act;
- (xiii) Mwongozo; the Code of Governance for State Corporations;
- (xiv) State Corporations Act, Cap 446;
- (xv) State Corporations (Performance Contracting) Regulations 2004;
- (xvi) Other Organizational policies and Procedures Manuals;
- (xvii) The Board Charter; and
- (xviii) Any other relevant law and Government Circulars as issued from time to time.

The terms and conditions attached to this appointment are as follows:

#### 1. DURATION

Your appointment is for a period of ..... years, commencing on ..... and is tenable at the discretion of the Government.

#### 2. DUTIES AND RESPONSIBILITIES

As a Chairperson, you will:

- (a) Provide overall leadership to the Board in areas of policy development and direction;
- (b) Play a key role in setting the agenda for Board meetings;
- (c) Chair and conduct efficient Board meetings and guide the Board's decision making process;
- (d) Promote the values and principles mentioned in Articles 10 and 232 of the Constitution;
- (e) Coordinate the monitoring, evaluation and reporting on the performance of the State Corporation, and its meeting of agreed targets. This also includes the meeting of legal and regulatory requirements to ensure the entity is compliant and adhering to set provisions;
- (f) Encourage Board members to participate fully in the deliberations of the Board and its committees;
- (g) Harness the collective skills of the Board and its Committees, and those of the management team and secure cohesive board operations for attainment of the corporate objectives and performance targets agreed with the Government;
- (h) Identify key deliverables based on the core mandate of the Corporation that shall be used to determine the performance of the Board, the Chief Executive Officer and management;
- (i) Lead the annual Board evaluation process;

- (j) Ensure that there is a formal succession plan for Board members and management;
- (k) Ensure new Board members are inducted;
- (l) Promote a positive image of the organization;
- (m) Ensure that the Board Members, Management and Staff manage, operate and protect the assets and resources of the Corporation;
- (n) Ensure that the Board is provided with and approves the Corporation's strategic and business plans and annual operating budgets and receive and approve budgets, expenditure reports, project reports, audit and performance reports and assess implementation;
- (o) Ensure remission of statutory deductions and submission of other reports to the responsible State Agencies;
- (p) Diligently perform your duties, exercise good judgment, and reasonable care and skill;
- (q) Avoid conflict of interest; and
- (r) Ensure members declare conflict of interest if any for registration.

### **3. SEPARATION OF POWERS**

You will observe the principles of separation of powers to ensure that the role of the Board remains that of policy formulation, directing and monitoring, and that of the Chief Executive will be policy implementation and management of day-to-day affairs of the Corporation.

Engagement with management shall be through the Chief Executive Officer.

### **4. PERFORMANCE CONTRACT**

Without prejudice to the generality of the foregoing, you will be a principal signatory to the Performance Contract between the Government and your Corporation as well as the Chief Executive's contract with the Board.

### **5. CONFLICT OF INTEREST**

You will be required to immediately disclose in writing to your appointing authority and the Cabinet Secretary all interests in any ventures, contracts, or arrangements which may conflict with the interests of the Corporation or with the performance of your duties.

On appointment you shall disclose to the appointing authority and the Cabinet Secretary any significant commitments you have outside your role in the Corporation and any circumstances which may give rise to any actual or potential conflict of interest with your role as Chairperson. You shall inform the appointing authority and the Cabinet Secretary in advance of any changes to these commitments or of any new circumstances which may give rise to any such conflict of interest.

### **6. CONFIDENTIALITY**

You shall not, during and after your tenure of office, disclose business matters of a confidential nature related to the corporation to anyone not authorized to receive them.



## **7. ALLOWANCES**

As the Chairperson, you will be paid various allowances including sitting allowance, accommodation allowance, lunch and telephone allowance where applicable in line with the prevailing Government Guidelines as issued from time to time.

## **8. TRANSPORT**

Where official transport is not provided to you to attend a meeting or an official function, which you are officially required to attend, you will be reimbursed the cost of travel by the most cost-effective transport means on production of receipted bills, or be reimbursed for actual mileage performed on your vehicle at rates not higher than the prevailing Automobile Association rates.

## **9. ACCIDENT INSURANCE**

You will be covered under the Corporation's Group Board Personal Accident Cover within the ceilings as approved by the Government from time to time.

## **10. MEDICAL COVER**

You will be covered under the Corporation's Group Board Medical Insurance Scheme within the ceilings as approved by the Government from time to time.

## **11. ACCEPTANCE**

If you accept this offer and terms and conditions as stipulated herein, please sign the duplicate copy of this letter to signify your acceptance, retain the original and return the duplicate copy to the undersigned within five (5) days from the date of this letter.

As Chairperson, you will be expected to sign an Accountability Pledge and ensure that its principles are cascaded to the Management and Staff of the Corporation. This pledge commits the signatory to personal liability in the event of conflict with the tenets of the Leadership and Integrity Code and the Public Officers Ethics Act. The Accountability Pledge is annexed to the letter to be signed as per the prescriptions above.

By accepting this appointment, you have confirmed that you are able to devote sufficient time to meet the expectations of your role. The agreement of the appointing authority and Cabinet Secretary should be sought before accepting additional commitments that might affect the time you are able to devote to the Corporation.

I wish you every success in your appointment and assure you of all the necessary support in the discharge of your duties as Chairperson.

Yours

**CHIEF OF STAFF AND HEAD OF THE PUBLIC SERVICE/CABINET  
SECRETARY (WHERE APPLICABLE)**



### 13. ACCEPTANCE

I .....  
do hereby accept the above offer and commit to abide by the  
provisions thereof.

#### RESIDENCE

My usual place of residence is ..... within .....  
County (to be verified by local administrator).

#### Conflict of interest

I declare that I have (Interest/No interest) ..... in the State Corporation.

(If interest is declared, please state it here .....)

Date ..... Year .....

Signed .....

Copy to: Chief of Staff and Head of the Public Service  
Office of the President  
**NAIROBI**

Prime Cabinet Secretary  
**NAIROBI**

The Cabinet Secretary  
The National Treasury  
**NAIROBI**

The Cabinet Secretary  
Ministry of .....  
**NAIROBI**

The Secretary  
State Corporations Advisory Committee  
**NAIROBI**

The Inspector – General (Corporations)  
Inspectorate of State Corporations  
**NAIROBI**

The Chief Executive Officer  
.....Corporation

## APPOINTMENT LETTER FOR BOARD MEMBERS

Member

Address

Dear

### RE: LETTER OF APPOINTMENT AS A MEMBER OF ..... BOARD

I am pleased to convey your appointment as a Member of the ..... Board in accordance with section..... (..) (..), (..) of the ..... Act.

State Corporations are established to promote and accelerate economic growth and development and drive social and economic transformation in the Country. The Board of a State Corporation is therefore required to entrench good corporate governance, enhance efficiency and effectiveness thereby improving service delivery and increasing value for money to the public.

The Board is collectively responsible for promoting the success of the State Corporation by directing and supervising the entity's affairs. The Board should therefore, provide strategic direction to the State Corporation in line with its mandate and Government expectations and must therefore:

1. Acquaint itself with government priorities as set out, the mandate of the State Corporation as well as its contribution to national priorities in its sector;
2. Acquaint itself with government policies, procedures and practices, as well as sector specific Guidelines and, prioritize enforcement of good governance, accountability and transparency principles and Guidelines in all operations of the State Corporation;
3. Ensure that the highest standards of integrity and probity permeate throughout the structures of the State Corporation, and set expectations regarding good governance culture, values, and behavior in all operations;
4. Ensure remission of statutory and other staff deductions on timely basis; and
5. Ensure that Board matters are carried out in line with the existing laws and regulations including:
  - (i) Article 10 of the Constitution;
  - (ii) Article 232 of the Constitution;
  - (iii) Public Service Values and Principles Act, 2015;
  - (iv) State Corporations Advisory Committee Act, 2017;
  - (v) Public Service (Performance Management) Regulations;
  - (vi) Human Resource Policies and Procedures Manual for the Public Service;
  - (vii) Public Finance Management Act, 2012;

- (viii)
- (ix) Finance Policies and Procedures Manual;
- (x) Public Procurement and Disposal Act;
- (xi) Procurement Policies and Procedures Manual;
- (xii) Public Officers Ethics Act;
- (xiii) Leadership and Integrity Act;
- (xiv) Mwongozo; the Code of Governance for State Corporations
- (xv) State Corporations Act, Cap 446;
- (xvi) State Corporations (Performance Contracting) Regulations, 2004;
- (xvii) Other Organizational policies and Procedures Manuals;
- (xviii) The Board Charter; and
- (xix) Any other relevant law and Government Circulars as issued from time to time.

The terms and conditions attached to this appointment are as follows:

### 1. DURATION

Your appointment is for a period of ..... years, commencing ..... and is tenable at the discretion of the Government.

### 2. DUTIES AND RESPONSIBILITIES

As a Member of the Board of directors, you will be expected to:

- (i) Constructively challenge and contribute to the development of the entity's business strategy;
- (ii) Scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- (iii) Identify through the Chairperson, key deliverables based on the core mandate of the Corporation that shall be used to determine the performance of the Corporation;
- (iv) Satisfy yourself that financial information is accurate, and that financial controls and systems of risk management are robust and defensible;
- (v) Exercise independent judgement, reasonable care, skill and due diligence in the performance of your duties;
- (vi) Promote the values and principles mentioned in Articles 10 and 232 of the Constitution;
- (vii) Support the Chairperson in ensuring submission of statutory deductions and other reports to the responsible State Agencies;
- (viii) Comply with all reasonable requests given by the Board (or by and duly authorized committee thereof) and to give to the Board such explanations, information and assistance as the Board may reasonably require; and
- (ix) Use your reasonable endeavors to promote and extend the interests and reputation of the State Corporation.

### 3. SEPARATION OF POWERS

You will observe the principles of separation of powers to ensure that the role of the Board remains that of policy formulation, directing and monitoring, and that of the Chief Executive will be policy implementation and management of day-to-day affairs of the Corporation.



Engagement with management shall be through the Chief Executive Officer.

#### **4. CONFLICT OF INTEREST**

You will be required to immediately disclose in writing to the appointing authority and the Cabinet Secretary all interests in any ventures, contracts, commitments or arrangements which may conflict with the interests of the State Corporation or with the performance of your duties.

You must inform the appointing authority and the Cabinet Secretary in advance of any changes to these commitments or of any new circumstances which may give rise to any such conflict of interest.

#### **5. CONFIDENTIALITY**

You shall not, during and after your tenure of office, disclose business matters of a confidential nature related to the Corporation to anyone not authorized to receive them.

#### **6. ALLOWANCES**

You will be entitled to various allowances in line with the prevailing Government Guidelines as issued from time to time.

#### **7. ACCIDENT INSURANCE COVER**

You will be covered for any personal accident which may occur while on, or travelling on Board's business.

#### **8. MEDICAL COVER**

You will be covered under the Corporation's medical scheme within the ceilings as approved by the Government from time to time.

#### **9. ACCOUNTABILITY PLEDGE**

As a Member of the Board, you shall be expected to sign an Accountability Pledge. This pledge commits you to personal liability in the event of conflict with the tenets of the Leadership and Integrity Code and the Public Officers Ethics Act. The Accountability Pledge is annexed to the letter to be signed as per the prescriptions above.

By accepting this appointment, you have confirmed that you are able to devote time to meet the expectations of your role. The agreement of the appointing authority and Cabinet Secretary should be sought before accepting additional commitments that might affect the time you are able to devote to your role as a Member of the Board.

If you accept this offer and terms and conditions as stipulated herein, please sign the duplicate copy of this letter, then retain the original and return the duplicate copy to the undersigned within five (5) days from the date of this letter.

I wish you every success in your appointment and assure you of all the necessary support in the discharge of your duties as a Member of the Board.

Yours

**CABINET SECRETARY**

## 10. ACCEPTANCE

I .....

do hereby accept the above offer and the terms and conditions stipulated herein.

### RESIDENCE

My usual place of residence is ..... within ..... County

### Conflict of interest

I declare that I have (Interest/No interest) ..... in the State Corporation.  
(If interest is declared, please state it here .....  
)

Signed: ..... Date: .....

Copy to: Chief of Staff and Head of the Public Service  
Office of the President

**NAIROBI**

Prime Cabinet Secretary

**NAIROBI**

The Cabinet Secretary

The National Treasury

**NAIROBI**

The Cabinet Secretary

Ministry of .....

**NAIROBI**

The Secretary

State Corporations Advisory Committee

**NAIROBI**

The Inspector – General (Corporations)

Inspectorate of State Corporations

**NAIROBI**

The Chief Executive Officer

..... Corporation

**LETTER OF APPOINTMENT AS AN ALTERNATE BOARD MEMBER**



**MINISTRY OF .....  
State Department for .....  
Office of the Principal Secretary**

**Ref. No.**

**Date: .....**

**Mr./Ms. ....,**

**P.O. Box .....**

**NAIROBI**

Dear

**RE: LETTER OF APPOINTMENT AS AN ALTERNATE BOARD MEMBER OF  
..... STATE CORPORATION/AGENCY**

Reference is made to section ..... of the ..... Act (No.... of  
...../Cap.....) that designates the Principal Secretary/..... responsible  
for..... as a member of the ..... Board/Council. I am  
pleased to convey to you the decision to appoint you as the alternate Board member of  
....., within the provisions of ..... Act as above.

As an Alternate Director, you are expected to play a critical role in seeking to enforce compliance with Government policy and regulation. This includes the implementation of the parent Ministry's policies and guidelines, the prudent utilization of financial resources and adherence to public finance management protocols, and legal compliance. You are therefore expected to have a higher standard of reporting on corporation activities both to the appointing authority and to the relevant oversight agencies through this office, in order to avert the occurrence of unnecessary breaches.

As an Alternate Board member, you are specifically expected to:



1. Provide adequate advisory on relevant Government policies; priorities, circulars and directives to the Board
2. Inform Government of any instances where a Board decision is contrary to law or Government policy
3. Brief the substantive member at the end of every meeting on the deliberations of the meetings, and particularly decisions of a critical nature.
4. Exercise the highest degree of care, skill and diligence in discharging your duties
5. Act in the best interest of the Corporation
6. Avoid conflict of interest
7. Devote sufficient time to carry out your responsibilities as an Alternate Board Member
8. Promote transparency and accountability in the Corporation at all times
9. Promote team work within the Board and the Corporation

## REPORTING

You will be expected to prepare and submit periodic reports to this office, outlining your contribution to the Board, specifying the advice or intervention provided and its policy, regulatory or other legal basis, and further indicating any proactive strategies implemented in support of your mandate. You will also be expected to update this office of decisions of the Board of a significant nature including budget and expenditure reports, statutory reports, performance reports, etc.

Any alternate directors facing challenges in pursuit of this objective are to report to the appointing authority for action. Consultations with the principal member on agenda items should be undertaken prior to attendance of meetings to facilitate expedient decision making by the Board. You will be expected to sign an Accountability Pledge. This pledge commits the signatory to personal liability in the event of conflict with the tenets of the Leadership and Integrity Code and the Public Officers Ethics Act. The Accountability Pledge is annexed hereto the letter to be signed in duplicate and returned as above.

By accepting this appointment, you have confirmed that you are able to devote sufficient time to meet the expectations of your role. The agreement of the appointing authority should be sought before accepting additional commitments that might affect the time you are able to devote to your role as Alternate Member of the Board.

Yours

.....  
**(Cabinet Secretary or Principal Secretary whichever is applicable)**



Copy to: Chief of Staff and Head of the Public Service  
Office of the President  
**NAIROBI**

Prime Cabinet Secretary  
**NAIROBI**

The Cabinet Secretary  
The National Treasury  
**NAIROBI**

The Cabinet Secretary  
Ministry of .....  
**NAIROBI**

The Secretary  
State Corporations Advisory Committee  
**NAIROBI**

The Inspector – General (Corporations)  
Inspectorate of State Corporations  
**NAIROBI**

The Chief Executive Officer  
.....Corporation





THE PRESIDENCY  
EXECUTIVE OFFICE OF THE PRESIDENT  
HEAD OF THE PUBLIC SERVICE

Telegraphic Address  
Telephone: +254-20-2227436  
When replying please quote

**OP/CAB.9/1A**

STATE HOUSE  
P.O. Box 40530-0010  
Nairobi, Kenya

**October 18, 2019**

Ref. No. ....  
and date .....

**The Attorney General  
All Cabinet Secretaries  
All Principal Secretaries**

**RE: ALTERNATE DIRECTORS REPRESENTATING GOVERNMENT  
AGENCIES IN STATE CORPORATIONS**

---

As part of efforts to enhance the oversight of State Corporations by respective line ministries, and secure the anticipated performance and service delivery objectives, this office has identified alternate directors who represent Ministries and other government agencies as critical enablers and developed additional mechanisms for their enhanced participation in Boards of State Corporations.

Alternate directors are required to articulate Government policy and guidelines as applicable to the State Corporation, and will henceforth be required to make regular reports to their appointing authorities on critical Board deliberations and outcomes. Any alternate directors facing challenges in pursuit of this objective are to report to the appointing authority for action. Consultations with the principal member on agenda items should be undertaken prior to attendance of meetings to facilitate expedient decision making by the Board. The principal member may be required to attend critical Board meetings in person for the purpose of assuring government priority objectives.

Consequently, selection of alternate directors should be on the basis of subject matter expertise, knowledge and experience, and be persons of

integrity. The select officers should be senior personnel (Job Group "P" and above) well versed with the Government policy of the particular sector and functions of the agency. Designated officers in lower job groups than prescribed should receive the express approval of this office prior to appointment.

All ministries are also expected to establish a state corporation coordination unit to coordinate state corporations within the ministry (see Annex 1 for Terms of Reference).

As previously stated, public officers should not be appointed to serve as independent members unless the enabling law specifically provides for the same. The requirement on gazettelement of alternate directors previously communicated vide circular no. OP/SCAC.9/73A(48) of 4<sup>th</sup> May 2015 is hereby vacated.

Appointing officers are required to ensure all alternate directors receive formal appointment in the specified template annexed hereto. Distinct consultative sessions with alternate directors will be organized by this office to further augment this strategy.



**JOSEPH K. KINYUA, EGH**  
**HEAD OF THE PUBLIC SERVICE**





MINISTRY OF XXXXXXXXXXXXX  
REPORTING FRAMEWORK FOR ALTERNATE BOARD MEMBER OF  
.....STATE CORPORATION/AGENCY

REPORTING MONTH:

NAME:	
PERSONNEL NO:	
DESIGNATION:	
BOARD/COUNCIL:	
SUMMARY OF BOARD DECISIONS:	
CONTRIBUTION TO BOARD BUSINESS:	
SPECIFY ADVISE/INTERVENTION PROVIDED AND ITS POLICY/LEGAL BASIS:	
PROACTIVE STRATEGIES:	
CHALLENGES	
ARTICLE..... GOVERNMENT P.O. IN THE BOARD (If any)	
COMMENTS	
DOCUMENTATION: (Annex)	



## TERMS OF REFERENCE OF OFFICERS/UNITS RESPONSIBLE FOR STATE CORPORATIONS IN LINE MINISTRIES

1. Support the ministry's monitoring of State Corporation planning, budget preparation, performance and reporting and coordinate transmission of reports to relevant oversight entities;
2. Facilitating compliance monitoring of policy direction and guidelines issued by the Head of Public Service, line ministry, and the National Treasury;
3. Organizing engagement visits, assessments and inspection of state corporations within the ministries' mandate
4. Coordinate the alternate directors representing the Principal Member and secure reporting;
5. Coordinating through the Cabinet and Principal Secretaries support needs of the State Corporation, including management of capacity building of Boards and Management;
6. Documentation and keeping of proper records of State Corporations including instruments of incorporation, assets, tracking Board appointments and succession management;
7. Creating synergies across the Ministry and wider sector in line with the whole of government approach;
8. Preparing of requisite briefs as and when required;
9. Any other assignments as may be required.





## APPOINTMENT LETTER FOR CHAIRPERSON (UNINCORPORATED BODY)

Chairperson  
Address

Dear

### LETTER OF APPOINTMENT AS CHAIRPERSON OF ..... BOARD

I am pleased to convey your appointment as the Chairperson of ..... in accordance with section ..... of the ..... Act.

You are responsible for leadership of the Board and ensuring its effectiveness in executing the Agency's mandate. You are therefore expected to provide strategic direction to the Agency in line with its mandate and Government expectations and must therefore:

- Acquaint yourself with government priorities as set out, the mandate of the Agency as well as its contribution to national priorities in its sector;
- Acquaint yourself with government policies, procedures and practices, as well as sector specific guidelines and in particular, prioritize enforcement of good governance, accountability and transparency principles and guidelines in all operations of the Agency;
- Ensure that the highest standards of integrity and probity permeate throughout the structures of the Agency, and set expectations regarding good governance culture, values, and behaviour in all operations.

The terms and conditions attached to this appointment are as follows: -

#### DURATION

Your appointment is for a period of ..... years, commencing on ..... and is tenable at the discretion of the Government.

#### DUTIES AND RESPONSIBILITIES

As a Chairperson, you will:

- (a) Provide overall leadership to the Board in areas of policy development and direction.
- (b) Play a key role in setting the agenda for Board meetings
- (c) Chair and conduct efficient Board meetings and guide the Board's decision making process.
- (d) Coordinate the monitoring, evaluation and reporting on the performance of the Agency, and its meeting of agreed targets. This also includes the meeting of legal and regulatory requirements to ensure the entity is compliant and adhering to set provisions.
- (e) Encourage Board members to participate fully in the deliberations of the Board and its committees.

- (f) Harness the collective skills of the Board and its Committees, and those of the Executive team and secure cohesive board operations for attainment of the corporate objectives and performance targets agreed with the Government.
- (g) Identify key deliverables based on the core mandate of the Agency that shall be used to determine the performance of the Board and management.
- (h) Ensure that there is a formal succession plan for Board members and management.
- (i) Ensure new Board members are inducted in accordance with the guidelines as issued by the Government.
- (j) Promote a positive image of the organization.
- (k) Inspire a culture of accountability, transparency and teamwork among Board members, Management and Staff.
- (l) Ensure that the Board Members, Management and Staff manage, operate and protect the assets and resources of the Agency in line with established eligibility and operation guidelines.
- (m) Ensure that the Board is provided with and approves the Agency's strategic and business plans and annual operating budgets and receive and approve budgets, expenditure reports, project reports, audit and performance reports to assess implementation.
- (n) Secure the provision of quarterly updates on governance matters, statutory reports and any issues thereof.
- (o) Faithfully, efficiently, competently and diligently perform your duties; exercise good judgment in the interest of the Agency; exercise reasonable care, skill and diligence in the performance of your duties and not benefit from a third party if the benefit is attributable to the fact that you are a Chairperson of the Board or to any act or omission on your part as a Chairperson of the Board.
- (p) Ensure that Board matters of the Agency are carried out in line with the existing laws and regulations

### SEPARATION OF POWERS

You will observe the principles of separation of powers so to ensure that the role of the Board remains that of policy formulation, directing and monitoring, and that of the management will be policy implementation and management of day-to-day affairs of the Corporation. Consequently, the Board should not engage in day-to-day operations of the Agency, focusing on its oversight function while nevertheless receiving regular reports on operations and targets as set.

Engagement with management is to be achieved through the Chief Executive Officer/Secretary/Manager, enforced through performance targets set and cascaded accordingly for review and monitoring by the Board.

### PERFORMANCE CONTRACT

Without prejudice to the generality of the foregoing, you will where applicable, be a principal signatory to the Performance Contract between the Government and your Agency as well as the Chief Executive Officer/Secretary/Manager.

## CONFLICT OF INTEREST

You will be required to immediately disclose in writing to your appointing authority and the line Cabinet Secretary all interests in any ventures, contracts, or arrangements which may conflict with the interests of the Agency or with the performance of your duties.

On appointment you must disclose to the appointing authority and the line Cabinet Secretary any significant commitments you have outside your role in the Agency and any circumstances which may give rise to any actual or potential conflict of interest with your role as Chairperson. You must inform the appointing authority and the line Cabinet Secretary in advance of any changes to these commitments or of any new circumstances which may give rise to any such conflict of interest.

## CONFIDENTIALITY

You will not, during and after your tenure of office, disclose business matters of a confidential nature related to the corporation to anyone not authorized to receive them.

## HONORARIUM

Where applicable, you will be paid a taxable monthly honorarium at the rates prescribed by prevailing Government guidelines.

## ALLOWANCES

As the Chairperson, you will be paid various allowances including sitting allowance, accommodation allowance, lunch and telephone where applicable in line with the prevailing Government guidelines as issued from time to time.

## TRANSPORT

Where official transport is not provided to you to attend a meeting or an official function, which you are officially required to attend, you will be reimbursed the cost of travel by the most cost-effective transport means on production of receipted bills, or be reimbursed for actual mileage performed on your vehicle at rates not higher than the prevailing Automobile Association rates.

## ACCIDENT INSURANCE

Where applicable, you will be covered under a Group Personal Accident cover.

## MEDICAL COVER

Where applicable, you will be covered under the Agency's medical scheme within the ceilings as approved by the Government from time to time.

If you accept this offer and terms and conditions as stipulated herein, please sign the duplicate copy of this letter to signify your acceptance, then retain the original and return the duplicate copy to the undersigned within five days from the date of this letter.



As Chairperson, you will be expected to sign an Accountability Pledge and ensure that its principles are cascaded to the Management and Staff of the Agency. This pledge commits the signatory to personal liability in the event of conflict with the tenets of the Leadership and Integrity Code and the Public Officers Ethics Act. The Accountability Pledge is annexed to the letter to be signed as per the prescriptions above.

By accepting this appointment, you have confirmed that you are able to devote sufficient time to meet the expectations of your role. The agreement of the appointing authority and line Cabinet Secretary should be sought before accepting additional commitments that might affect the time you are able to devote to your role as Chairperson or Member of the Board of the Agency.

I wish you every success in your appointment and assure you of all the necessary support in the discharge of your duties as Chairperson.

Yours

CHIEF OF STAFF AND HEAD OF THE PUBLIC SERVICE/CABINET SECRETARY  
(WHERE APPLICABLE)



## ACCEPTANCE

I .....

do hereby accept the above offer and commit to abide by the provisions of the Executive Order No. 6 on Ethics and Integrity in Public Service.

Signed:.....Date: .....

### Copy to:

Cabinet Secretary  
The National Treasury and Economic Planning  
NAIROBI

Cabinet Secretary  
Ministry of  
NAIROBI

The Chief Executive Officer  
NAIROBI

WHEREFORE; I ..... In charge of  
being designate ..... in  
the.....  
(Ministry/State Department/State Corporation/Agency), I do solemnly **PLEDGE** as  
follows:

1. I am cognisant that I am a state officer/public officer bound by the tenets of Chapter Six of the Constitution of Kenya, appointed purposefully to offer selfless service based solely on the public interest;
2. I am further aware that all my actions ought to be based solely on the public interest and to the interest of the Republic of Kenya;
3. I am conscious of the fact that all my actions will be subject to the laws of the country, and that I am liable for prosecution for any actions not undertaken in good faith that are contrary to the law that may occasioned by me;
4. I am fully conscious of the high level of accountability required of me;
5. I pledge to at all times abide by the Constitution of Kenya, Statute Law, Regulations, Policies, Guidelines and Codes of Conduct as they 'apply' to Public Duty, Leadership, Integrity, the Rule of Law and the Principles of Good Governance.
6. I pledge to make accountability, transparency, ethics and integrity a key personal priority of my service to the Nation.
7. I pledge to uphold honesty and transparency in the execution of my Public Duties.
8. I pledge to make all decisions and take all actions with respect to my Public Duties devoid of any corruption, nepotism, tribalism, discrimination, conflict of interest or breach of any applicable law or code of ethics.
9. I pledge to declare any personal interest that may conflict with my Public Duties and to thereafter remove myself from any related decision-making process.
10. I pledge to ensure that proper accountable documents are prepared and preserved within my area of mandate, so as to ensure transparent, accountable and verifiable audit of the same.

11. I pledge to ensure that all actions as a public servant are beneficial to the Republic of Kenya, protective of the Government's interests and that my services provide the Nation with the best value for money, and highest quality of standard.
12. I pledge to fully co-operate with any and all audit or investigatory measures initiated with respect to either myself or my Office; relating to all matters touching on my Public Duties and/or my Office/Institution.

**ACCORDINGLY;** fully appreciating the weight and solemn nature of this Pledge, I unequivocally commit myself to the above by appending my signature, as below.

Signed by:

Name: .....

Signature: .....

Designation: .....

Date: .....