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Ref. No..... **OP/CAB.9/1A**  
and date

**April 3, 2020**, 20.....

Chairpersons of State Corporations  
Chief Executive Officers of State Corporations

**GUIDELINES ON CONDUCT OF BOARD BUSINESS DURING THE PERIOD OF THE CORONAVIRUS (COVID-19) PANDEMIC**

In recognition of the solemn duty of State to limit the factors that may exacerbate the spread of COVID-19 disease, the Government continues to effect enhanced measures to minimize the possibility of any person contracting or propagating COVID-19.

In that regard, Ministries and State Departments have been directed to exercise extreme caution in their operations and ensure that physical contact between persons is minimized. Specifically, physical meetings should only be held in exceptional circumstances and in **instances where tele-conferencing** and other avenues **would place our national security under threat.**

Accordingly, and to foster business continuity by enabling the top governance organs of our State Corporations to play their rightful role in corporate governance, it is **directed as follows:**

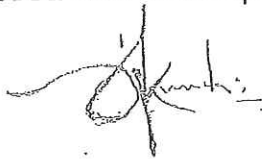
- i.* In keeping with the Board Annual Calendar and Work Plan, board meetings for State Corporations can be held through audio-visual means and/or by leveraging on the Corporations existing ICT infrastructure; with the exception of the Chairperson, Chief

Executive and or Secretary who are required to be physically present at the registered or principal headquarters of the organization to host the meeting, whilst at all times observing social distance prescriptions and all other guidelines as issued by the Ministry of Health;

- ii.* The Board Meeting Notice shall cite that the Meeting is to held at the Corporation's registered or principal office by both physical and tele/videoconferencing means;
- iii.* For the transaction of the Corporation's business, the Meeting must be quorate in line with the Board Charter and applicable statutory guidelines;
- iv.* The Agenda for deliberation must be amenable for deliberation via tele/videoconferencing means by all participants;
- v.* The audio-visual tool must be secure and one which assures the participation of only the Board Members and persons expected to be in attendance; through appropriate security, identification, access and document sharing protocols;
- vi.* The Meeting must recognize members participating by tele/video conferencing and a record of the proceedings shall be maintained by the Secretary;
- vii.* Board Members participating via tele/videoconference will be entitled to a sitting allowance only;
- viii.* Meetings held via tele/videoconference are deemed valid meetings, and are expected to observe the prescriptions of MWONGOZO, Circular No. OP/CAB.9/1A of 11th March, 2020; and any other prevailing guidelines;
- ix.* It is appreciated that some Boards have already held meetings using tele/videoconferencing means. The same are not invalidated

for being at variance with the above guidelines and the deliberations and resolutions thereof will remain valid. The Minutes of all prior meetings held through tele/videoconferencing means are to be ratified at the next available physical meeting of the Board; with all meetings henceforth strictly adhering to the prescriptions herein, until otherwise directed.

Proceed and take appropriate action as **directed**.



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

**Copy to:** Hon. Attorney-General  
All Cabinet Secretaries  
All Principal Secretaries