

**OFFICE OF THE PRESIDENT**  
PERMANENT SECRETARY, SECRETARY TO THE CABINET  
AND HEAD OF THE PUBLIC SERVICE

Telegraphic Address: "Rais"

Telephone: Nairobi 227411

When replying please quote

Ref. No. ....  
and date

**OP/CAB.1/43/1**

P.O. Box 62345-00200  
NAIROBI

**29<sup>th</sup> June, 2011**, 20.....

**All Permanent Secretaries/Accounting Officers**  
**The Clerk, National Assembly**  
**The Registrar, High Court of Kenya**  
**All Chief Executive Officers, State Corporations**

**PERFORMANCE EVALUATION FOR BOARDS OF  
DIRECTORS, CHAIRMEN, BOARD MEMBERS AND CHIEF  
EXECUTIVE OFFICERS**

The State Corporations (Performance Contracting) Regulations 2004 provide for incentives, bonuses and sanctions based on performance. Globally the best way this has been achieved is through an annual evaluation process for Boards of Directors, their Chairpersons, members and Chief Executive Officers.

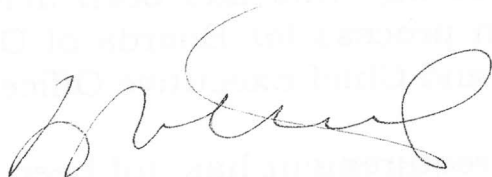
In our situation however this requirement has not been adopted by majority of State Corporations. This can be attributed to absence of an appropriate criteria set out in standard tools for evaluation. As a result, there are no records on performance of Board Chairpersons and individual Directors. In some cases, Boards of Directors have also failed to evaluate the CEO on an annual basis which makes it difficult to arrive at informed and fair decision when deciding whether to renew contracts of employment at the end of term.

To avoid such situations, the Government has now developed standard evaluation tools aimed at helping State Corporations

Boards evaluate their Chairpersons, Directors and the Chief Executive Officer(s) annually.

The tools which have been developed by the State Corporations Advisory Committee (SCAC) in collaboration with 50 State Corporations were tested on a pilot basis for a period of 12 months (One year) to ensure their suitability in application. Following the development of the tools, there is no compelling reason why State Corporations should in future fail to evaluate their Chairpersons, Directors and Chief Executive Officer's.

In this regard, it has been decided that commencing 1<sup>st</sup> July, 2011, Boards of Directors will henceforth carry out annual performance evaluation and file reports with responsible Permanent Secretaries/Accounting Officers and the State Corporations Advisory Committee (SCAC). For purpose of uniformity the forms circulated with this Circular shall be used in the evaluation. For ease of access the State Corporations Advisory Committee has been asked to post the forms on their website at [www.scac.go.ke](http://www.scac.go.ke).



**AMB. FRANCIS K. MUTHAURA, EGH.  
PERMANENT SECRETARY/SECRETARY TO THE  
CABINET AND HEAD OF THE PUBLIC SERVICE**

**CC.           Inspector-General (Corporations)  
                  Inspectorate of State Corporations**

**Secretary, State Corporations Advisory  
Committee**

# GUIDE TO BOARD SELF APPRAISAL

## KEY ISSUES TO BE ADDRESSED

### 1. Mandate

- ◆ Boards interpreted the mandate of the Corporation.
- ◆ How well does the Board comprehend the mandate of the Corporation
- ◆ Relevance of the mandate to national economic development.
- ◆ Desired future given the mandate.

### 2. Strategic Plan

- ◆ Boards articulation of the strategic thrust of the Corporation.
- ◆ Integration of the strategic plan with the national development plan and the Kenya Vision 2030.
- ◆ Identification of Key Performance Indicators.
- ◆ Monitoring and evaluation of performance against the Key Performance Indicators
- ◆ Sufficiency, quality and content of strategic plan.
- ◆ Reflection of the strategic plan at an operational level in the business plan.
- ◆ Review of the Corporation's performance against the business plan.
- ◆ Strategies for providing resources required for implementation of the strategy.

### 3. Performance Contract

- ◆ Participation in identification of performance targets for the Corporation's performance contract.
- ◆ Performance contract and implementation of implementation of the strategic plan.

### 4. Shareholder(s)

- ◆ Alignment of Corporation's objectives with those of Parent Ministry and Vision 2030 expectations.
- ◆ Full and accurate reporting on Corporation affairs to the Government.
- ◆ Relationship with the Government.
- ◆ Board's relationships with monitoring agencies.

### 5. The Stakeholders

- ◆ Identification of key stakeholders.
- ◆ Policy determining how the Corporation will relate with stakeholders.
- ◆ State of the relationship with the key stakeholders.

## **6. Legal/Ethical Duties**

- ◆ Compliance with all legal/ethical requirements.
- ◆ Existence of a code of Ethics/ Adherence to the Public Officer Ethics Act 2003.
- ◆ The Corporation as an employer.
- ◆

## **7. The Direction of the Corporation**

- ◆ Adequacy of Board's monitoring of the Corporation.
- ◆ Identification of important by the Board, their analysis and deliberation.

## **8. The CEO**

- ◆ Definition and adequacy of the CEO's Job Description.
- ◆ Adequacy of the Boards leadership and advice to the CEO.
- ◆ Monitoring, evaluation and appraisal of the CEO's performance.
- ◆ Separation of powers/roles between the Board and the CEO.

## **9. Board Meetings**

- ◆ Relevance, appropriateness and timeliness of the information supplied to the Board.
- ◆ Adequacy of preparation and planning for Board meetings.
- ◆ Frequency, propriety and style of meetings.
- ◆ Attendance of Board meetings and participation.
- ◆ Propriety and structure of the Board and its Committees.
- ◆ Accuracy, timeliness and maintenance of minutes.
- ◆ Follow up on actions necessary and/or reports to the Board on actions taken.

## **10. Individual Board Member Contributions**

- ◆ Execution of Chairman's role.
- ◆ Recognition and use of individual Board members' particular skills.
- ◆ Board's entrepreneurship by contributing contacts and generating business.
- ◆ Board's special contributions to the success of the Corporation as a whole.

## **11. Any other Business**

- ◆ Board's working knowledge of other providers or competitors in their sector
- ◆ Board's role in social accountability or the wider responsibility of the Corporation.

# BOARD SELF EVALUATION FORM

Name of the State Corporation.....

Enabling Legal Instrument:.....

Rate performance using a scale of 1 [very poor] to 5 [very good] with comments as appropriate [i.e., 1 – very poor; 2 – poor; 3 – fair; 4 – good and 5 – very good].

**Part One: Mandate and Strategy**

Tick only one option in the range of very poor (1) to very good (5)	1	2	3	4	5
<b>Mandate</b>					
1. Has the Board interpreted the mandate of the Corporation appropriately?					
2. Is the mandate relevant to the national socio-economic development?					
3. Has the Board articulated or reviewed the desired future state of the corporation?					
4. Has the Board reviewed the mandate of the Corporation to match changes in the environment?					
Comment..... ..... .....					
<b>Strategy</b>					
5. Has the Board articulated the strategic thrust of the Corporation?					
6. Is the strategic plan integrated with the national development plan and the Kenya Vision 2030?					
7. Has the Board identified the Corporation's Key Performance Indicators for the plan period?					
8. Does the Board have a mechanism for monitoring and evaluating performance against the Key performance Indicators?					
9. Is the level of strategic planning of sufficient quality and content?					
10. Is the strategic plan reflected at an operational level in the business plan?					
11. Has the Board developed a strategy for providing resources					

<b>Tick only one option in the range of very poor (1) to very good (5)</b>	<b>1</b>	<b>2</b>	<b>3</b>	<b>4</b>	<b>5</b>
required for implementation of the strategy?					
<b>Performance contract</b>					
12 Did the Board participate in identification and articulation of performance targets for the Corporation's performance contract for the period?					
13 Did the performance contract aid implementation of implementation of the strategic plan?					
<b>Part Two: Functions of the Board</b>					
14 The Board understands, agrees, defines and disseminates its functions on an annual basis.					
15 The Board knows and understands the Corporation's beliefs, values, philosophy, mission and vision and reflects this understanding on key issues throughout the year.					
16 Such beliefs, values, philosophy, mission and vision are set and are consistent with company's status					
17 The Board devotes significant time and serious thought to the organization's long- term objectives and to the strategic options available to achieve them.					
18 The Board has defined and communicated to management the scope and powers, roles and responsibilities to be adhered to by management to meet routine and exceptional circumstances.					
19 The majority of the Board's time is not spent on issues of day-to-day management.					
20 The Board is involved in formulating long-range strategy from the beginning of the planning cycle.					
21 The Board ensures that the organization has sufficient and appropriate resources to achieve its strategic goals					
22 Proposals from management are analyzed and debated vigorously before being approved by the Board. A proposal that is considered inappropriate is declined.					
23 The Board has an operating plan that specifies its functions,					

Tick only one option in the range of very poor (1) to very good (5)	1	2	3	4	5
activities and objectives.					
24 The Board has reviewed its needs in terms of skills and has these skills.					
25 When appropriate the Board seeks counsel from professionals advisors					
26 The Chief Executive Officer's remuneration and performance is Reviewed and determined by the Board.					
27 The Board determines, annually, the objectives and measurement criteria for the Chief Executive Officer.					
28 A broad range of appropriate performance indicators are used to Monitor the performance of management. Reliability is not placed solely on the financial statements provided by management.					
29 The performance of the Chief Executive Officer is reviewed formally on an annual basis.					
30 The Board has identified the groups to which it is:  (a) Accountable  (b) Responsible					
31 The Board understands and agrees that its first duty is to the Corporation					
32 Board activities are conducted in an atmosphere of creative tension.					
33 The Board allows diversity of opinion in its meetings.					
34 The Board has procedures in place to ensure that the organization is meeting its legal responsibilities.					
35 Formal review of the Board's performance has become an integral part of the culture of the Board.					
36 The Board ensures that key members of management are brought into the Board meetings so that they can participate and add value to their deliberations and work on behalf of the Board.					
37 Board members evaluate their individual and overall Board					

Tick only one option in the range of very poor (1) to very good (5)	1	2	3	4	5
performance formally on an annual basis					
38 The Board ensures all conflicts of interest are (a) Declared (b) Resolved					
39 Every Board member has been supplied with a letter of appointment.					
40 The letter of appointment defines the roles and functions of the Board and the specific role of each director.					
<b>Part Three: Board Meeting Management and Procedures</b>					
41 Every Board member has been supplied with a Board manual and a copy of standing orders and regulations governing conduct of Board meetings.					
42 Every Board member was supplied with a calendar of meetings showing dates of Board meetings, committee meetings etc and key or critical events of the Corporation.					
43 Board meetings are conducted in a manner that encourages open communication, meaningful participation, and timely resolution of issues.					
44 Sufficient time is provided during Board meetings for thoughtful discussion in addition to management dialogue					
45 Board time is used effectively so that the Board adds value to management.					
46 Formal meeting and reporting procedures have been adopted by the Board.					
47 Board members receive timely and accurate minutes; advance written agendas and meeting notices; and clear and concise background material to prepare in advance of meetings.					
48 All Board members are fully informed of relevant matters and there are never any surprises.					
49 Absenteeism from Board meetings is the exception rather than the rule.					
50 Board meetings are facilitated, but not overtly influenced by the Chairperson.					
51 All Board members are permitted to add items to the meeting agenda.					
52 All proceedings and Resolutions of the Board are recorded accurately, adequately and on a timely basis.					

Tick only one option in the range of very poor (1) to very good (5)	1	2	3	4	5
<b>Part Four: Board's Composition, Induction, Training, Development, and Succession</b>					
53 The selection process considers any deficiencies in the skills of current Board members					
54 The composition of the Board fairly represents the diversity of stakeholders.					
55 New Board members are introduced to their duties with an appropriate induction process.					
56 Board members understand the extent of their relationship with management and the separation of stewardship and management.					
57 Encouragement is given for Board members to continue their study of corporate governance and improve the skills they need.					
58 Directors understand the extent of their personal liability for the affairs of the company.					
59 A succession plan is in place for the Chief Executive Officer, Board members and senior management and is reviewed regularly.					
60 Directors who have not been contributing to the governance of the organization, and are uninterested in improving their performance are asked to resign.					
61 Where the ethical or professional conduct of any director is called into question such director is asked to resign pending investigations.					
62 Board members bind themselves to uphold honour and respect the code of Ethics of the organization on first appointment and to resign where their actions are called into question.					
<b>Part Five: Board Structure</b>					
63 The Board has a balanced mix of Independent Non-Executive Directors.					
64 The roles of Chairperson of the Board and Chief Executive Officer are separated and held by different persons.					
65 The Board has established and appointed committees with defined terms of reference, composition and reporting requirements. These aspects are formally recorded.					

