



REPUBLIC OF KENYA

EXECUTIVE OFFICE OF THE PRESIDENT

STATE CORPORATIONS ADVISORY COMMITTEE

POLICY ISSUES GOVERNING BOARD OPERATIONS



1. BOARD ALMANAC

The Board is required, under section 8(1) to meet not less than 4 times in a year – and at least once in every quarter

The Board should before the commencement of a performance/financial year determine its almanac (Board/Committee meetings & events); while considering relevant Government cycles (Financial & Performance)

Under section 8(1)(b) The Board/Committee Chairperson shall liaise with the CEO to determine any other date other than the one in the almanac



2. BOARD MEETINGS

Board meetings (not retreat) to be held in the principal registered office, unless approved by SCAC (delegated to respective Principal Secretary)

All meetings to be chaired by the Chairperson or in the absence, any other member so appointed by the membership present in that particular meeting & for the purpose (NO ACTING CHAIRMAN unless dully appointed as such)

The Board, as much as possible, to receive & consider only papers from Committees (NOT MANAGEMENT)

Board Chairpersons not to attend Committee meetings



3. REGULAR BOARD MEETING AGENDA

1. Prayers
2. Notice of meeting
3. Quorum and Apologies
4. Adoption of Agenda
5. Declaration of Interest
6. Chairperson's welcoming Remarks
7. Confirmation of Minutes of Previous Meeting(s)
8. Matters arising from Previous Minutes
9. Affixing of the Common seal
10. Committee Reports/Recommendations
11. AOB (subject to ISO)



4. BOARD MINUTES

Should be signed upon confirmation as a true record of the proceedings (in the Board room).

Any minor corrections & editorials to the minutes, should be reflected as such, in the minutes of the subsequent meeting

However, should there be materiality in the recording of the minutes then this should be noted & necessary changes effected prior to confirmation of the minutes

The Minutes should be kept safely in the custody of the Secretary



5. BOARD DELIBERATIONS

All decisions by consensus or otherwise by vote in which the Chairperson or whoever is presiding has a casting vote

Section 8(2) requires the Board to give attention to the opinion & advice of the CEO (or representative) on all matters under consideration. The CEO/representative can cause such to be recorded in the minutes where the Board takes a contrary decision.

The Board can seek expert advice & opinion on all matters but take responsibility for decisions



6. TERMS OF SERVICE FOR DIRECTORS

The terms of service for Directors (Members of Boards) are provided for by:-

- i) The Constitution 2010
- ii) The State Corporations Act, Cap. 446
- iii) Enabling Legislation
- iv) SCAC guidelines of 23rd November, 2004
- v) Performance Contracting Regulations, 2004
- vi) Several Government Circulars



i) Remuneration of Directors

Honoraria for Chairman determined by appointing authority subject to SCAC guidelines

Sitting (*defined*) and accommodation allowances determined by appointing authority subject to SCAC guidelines

Subsistence allowance (while on official trip) subject to SCAC guidelines

Directors fees fixed during AGM by the shareholders.

Bonus payment; subject to Performance and approval of the National Treasury/SCAC



Group accident cover (self)

Group medical cover (self); subject to a maximum of-

- Inpatient - Kshs.2 million p.a.
- Outpatient- Kshs.100,000/= p.a.
- Funeral Expenses (self) - Kshs.100,000/=



ii) Removal of Directors

By the President on the recommendation of SCAC

Resignation

Death

Expiry of term

Absence from three consecutive sittings without the permission of the Minister, communicated to the Board.

Appointing Authority to be informed of any prospective vacancy prior to six (6) months of expiry of term



THANK YOU

