



**OFFICE OF THE DEPUTY PRESIDENT  
STATE DEPARTMENT FOR DEVOLUTION**

**COUNTY PUBLIC SERVICE MANAGEMENT FRAMEWORK**

**JUNE, 2025**

## **FOREWORD**

It is with great pleasure that I present the County Public Service Management Framework. This framework represents a significant milestone in our ongoing journey to enhance the efficiency, effectiveness, and responsiveness of public service delivery in our counties.

In today's dynamic and ever-changing environment, public services must be adaptable, innovative, and accountable. This framework is designed to provide a structured and systematic approach to county public service management, ensuring that our counties meets these challenges head-on. It emphasizes best practices, standardized procedures, and continuous improvement, aiming to deliver the highest quality of service to our residents. The development of this framework has been a collaborative effort, involving extensive consultation with a wide range of stakeholders. Their invaluable input and feedback have been instrumental in shaping a comprehensive and practical guide that addresses the unique needs and circumstances of our county.

I extend my deepest gratitude to everyone who contributed to this endeavor. Your dedication, expertise, and commitment to excellence have been the driving force behind this project. I also commend our public servants for their unwavering dedication and hard work, which are crucial to the successful implementation of this framework.

As we move forward, I am confident that this framework will serve as a vital tool in our mission to provide high-quality county public services. It is not merely a document, but a living guide that will evolve with our experiences, challenges, and successes. I encourage all stakeholders to embrace this framework, engage with its contents, and work collaboratively to ensure its successful implementation.

Together, we can achieve our vision of a public service that is efficient, transparent, and truly responsive to the needs of our community. I look forward to witnessing the positive impact this framework will have on our counties and the enhanced service delivery.

Kithure Kindiki

**Deputy President**

**State Department of Devolution**

## **PREFACE**

In an era where public service delivery is crucial to the well-being and development of our communities, it is imperative to establish a comprehensive and robust management framework. This framework aims to enhance the efficiency, transparency, and accountability of public services within our county. It is a testament to our commitment to serving our residents with excellence and integrity.

The development of this County Public Service Management Framework is the culmination of extensive research, stakeholder engagement, and collaborative efforts. It embodies our collective vision for a County public service that is responsive to the needs of our citizens, adaptive to change, and grounded in principles of good governance.

This framework provides a structured approach to managing and delivering public services, outlining best practices, standardized procedures, and performance metrics. It is designed to be a living document, continuously evolving to incorporate new insights, technologies, and methodologies to better serve our community.

We extend our deepest gratitude to all individuals and organizations that contributed to this initiative. Their dedication, expertise, and support were instrumental in bringing this framework to fruition. We also thank the public servants of our county, whose unwavering commitment and hard work are the backbone of our public service system.

As we implement this framework, we are confident that it will significantly improve the quality and effectiveness of our public services. We encourage all stakeholders to engage with this document, provide feedback, and collaborate with us in our ongoing efforts to enhance county public service delivery.

Together, we can build a more prosperous, equitable, and sustainable future for our county.

## **ACKNOWLEDGEMENT**

The finalization of The County Public Service Management Framework has been through consultations and collaboration among stakeholders whom we owe sincere gratitude. This framework benefited from the contribution of various organizations and individuals. I acknowledge the excellent work done.

In the course of developing this framework, stakeholders were consulted and their views considered. The stakeholders were National Government Ministries, Departments and Agencies, County Governments, Council of County Governors among others I sincerely thank them all for their invaluable contribution.

I extend my appreciation to the Ministerial Technical Committee for their commitment and excellent work led by Director Capacity Building and Technical Assistance Mr. Kennedy Nyambati. I especially thank my staff in Capacity Building and Technical Assistance Department for their dedication and tireless efforts in ensuring successful completion of this framework.

I extend my appreciation to the Taskforce on County Public Service Management Framework and the Inter Ministerial Technical Committee for their commitment and excellent work. I especially thank the staff of the State Department of Devolution for their dedication and tireless efforts in ensuring successful completion of the framework. I thank the Deputy president and the office of the State Department for Devolution, HE the Deputy President of Kenya for his guidance during development process.

Michael L. Lenasalon

**PRINCIPAL SECRETARY,**

**STATE DEPARTMENT OF DEVOLUTION**

## ABBREVIATIONS AND ACRONYMS

COG	-	Council of governors
IGRTC	-	Intergovernmental technical
MDAs	-	Ministries, Departments and Agencies
NCBF	-	National Capacity Building Framework
CPSB	-	County Public Service Board
AF	-	County Assembly Forum
SDPS	-	State Department for Public Service
NT	-	National Treasury
PSC	-	Public Service Commission
ICS	-	Institute of Certified Secretaries
SDD	-	State Department for Devolution
CPSMF	-	County Public Service Management Framework
ICT	-	Information Communication Technology
MoH	-	Ministry of Health
SC	-	Steering Committee
PWDs	-	Persons with Disabilities
NITA	-	National Industrial Training Authority
PFMA	-	Public Finance Management Act
IHRM	-	Institute of Human Resource Management
NCFCPSB-		National Consultative Forum, County Public Service Board
SRC	-	Salaries and Remuneration Commission
HRM&D	-	Human Resource Management and Development
IGRA	-	Inter- governmental Relations Act
CGA	-	County Governments Acts
TNA	-	Training Needs Assessment
NTC	-	National Technical Committee

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## **Definition of Terms**

**Corporate governance** is a set of rules that define the balance of power between stakeholders, management, and the Board.

**Human resource management** refers to the process of employing people, training and development, compensation, developing policies and employee retention strategies.

**Transfer of service** refers to the movement of a public officer from one county public service to another or to another administration, with a change in pay point.

**Secondment** refers to the temporary transfer of a public officer from the County Public Service to another organization within the county government, such as a statutory board or similar body, for a specified period.

**Staff deployment/transfer** refers to the movement of a public officer from one duty station to another within the same county;

**Organizational structure** is the technical configuration of roles and responsibilities within an organization.

**Grading structure** consists of a series of grades or ranks showing the hierarchy of jobs, and through which an employee can progress in the course of work.

**Career progression guideline** is a basic human resource management tool that guides the progression of staff in an organization.

**Capacity building** is the process of developing and strengthening skills, instincts, abilities, processes and resources that organizations and communities need to survive, adapt and thrive in a fast changing world. It is aimed at improving skills for carrying out key functions, solving problems, defining and achieving objectives.

**Training Needs Assessment** is a systematic process of identifying gaps in the performance, based on an analysis of the desired performance and the actual performance observed.

## CHAPTER ONE

### 1.0 Introduction

The Constitution of Kenya, 2010 created a devolved system of governance with two levels of Government, at the National and County level. The two levels are distinct and interdependent and expected to undertake their mutual relations on the basis of cooperation and consultation.

The Constitution also provided for establishment of various institutions to guide the implementation of devolution and oversee the entry of county governments, the transition generally entailed establishing systems and structures that were required to enable county governments to start operations while restructuring national government institutions and structures to align with the devolved system of government.

Article 190 of the Constitution of Kenya gives the responsibility of Capacity Building and Technical assistance on the devolved system of Government to the National Government. This mandate is further elaborated under section 121 of the County Government Act, which places this responsibility on the Ministry or Government department responsible for intergovernmental relations. The State Department for Devolution (SDD) is the National Government entity mandated to coordinate and support County Governments through formulation of relevant legislations, capacity building & technical assistance and promotion of intergovernmental relations between national and devolved units in Kenya. The capacity building interventions are based on the National Capacity Building Framework (NCBF) that was developed by the State Department for Devolution in collaboration with COG, IGRTC, MDAs among other partners to guide capacity building initiatives for the devolved system of government.

## **1.1 Background**

The structure of devolution in Kenya is designed to decentralize power and resources from the National government to County governments while ensuring coordination and cooperation between the two levels of governments. It aims at promoting local development, addressing historical marginalization and enhancing the participation of citizens in decision making processes across the country. It presents a fundamental shift in governance structures and public administration promoting inclusive development, enhanced local autonomy, and strengthened democratic governance at the grassroots level. This has resulted to an increase of citizen participation, better service accessibility, improved service delivery and improved accountability through elected county representatives.

In recognition of the critical role played by the devolved system of government in enhancing effective and efficient service delivery, this framework is designed to act as a key tool to develop; guidelines for the transfer of services by employees across counties and between the two levels of government, well-defined staff compliment and uniform grading and remuneration structure, guidelines on the management of County Corporations Staff, harmonization of pension for County Public Service employees, development of a Code of Governance for the County Boards and Capacity development for County public service.

The State Department for Devolution has implemented capacity building and technical assistance initiatives to the devolved units. Despite these efforts implementation of devolution continues to face various challenges including the management of the county public service. The key challenges in the management of the county public service include; Lack of Policy/Framework on county public service management; Lack of guidelines for transfer of services by employees across counties and between the two levels of governments and high wage bill leading to challenges in payroll management among others.

## **1.2 Rationale and Justification**

Article 232 of the Constitution envisages a Public Service that is efficient, effective, highly professional, and ethical in-service delivery. It further mandates county governments to operate

county public service within a framework of uniform norms and standards prescribed by an Act of parliament to ensure consistency and quality service delivery across all sectors. The adoption and implementation of Norms and Standards for Human Resource Management in the Corporate and Public Service will provide the critical framework for standardization and harmonization of human resource management practices, ensuring equity and fairness.

The Constitution empowers County Governments to effectively and efficiently manage their human resources within a framework of consistent uniform norms and standards. However, the lack of such unifying guidance has created inconsistencies in human resource management across county governments.

Towards addressing this, the State Department for Devolution in collaboration with devolution stakeholders has developed the county public service management framework. This framework represents a steadfast commitment to addressing the needs and priorities identified during the implementation of the devolved system of government and review process on county human resource management geared towards ensuring that devolution remains responsive, efficient, and beneficial to all Kenyans.

This framework aims to expedite the development of uniform norms and standards for managing human resources in the devolved units leading to quality, accessible services delivered by an efficient, competent, and motivated workforce.

### 1.3 Policy, Legal Provisions

This framework is anchored on the following constitutional and legal provisions;

S/No.	Statutes	Article/section	Legal provisions
1.	Constitution of Kenya	Art.176 - 185	Establishment of county public structures
		Art.190	Capacity Support to county government

S/No.	Statutes	Article/section	Legal provisions
		Art.232	Values and principles for public service
		Art.235	Staffing of county governments
		Fourth schedule	Distribution of functions of national & county governments
2.	County Government Act 2012	Sec. 12-20	Establishment and operation of county assemblies service boards
		Sec. 30-47	Establishment and operation of the county executive
		Sec. 55-86	Establishment and operation of county public service boards
		Sec.6	Establishment and operation of Joint partnerships and Ventures
3.	Urban areas and cities Act 2011	Sec. 13 & 14	Establishment of Board of cities & municipalities
		Sec. 31	Establishment of board of town committees
		Part III	Governance and management of urban areas and cities.
4	PFMA, 2012	Sec.182(1)	Establishment and abolishment of County Corporations and Joint Ventures

## 1.4 Scope

This framework shall apply to the, County Public service boards, County Assembly Service Boards, County public service, Board of cities and municipalities, joint Ventures, County Companies and corporations.

## 1.5 Objectives of the Framework

The objectives of this framework is to provide:

- i. Guidelines for transfer of services by employees across counties and between the two levels of government;
- ii. Guidelines on staff complement and uniform grading and remuneration structure;
- iii. Guidelines on the management of County Corporations Staff;
- iv. Guidelines for harmonization and management of pension for County Public Service employees;
- v. Capacity development programs for County public service; and
- vi. Code of Governance for the County Boards.

## 1.6 Framework development process

This framework was developed through consultative approach through a multi-agency committee comprising of;

- I. Public Service Commission
- II. The National Treasury
- III. State Department for Public Service
- IV. State Department for Devolution
- V. Institute of Certified Secretaries
- VI. Council of Governors
- VII. Intergovernmental Relations Technical Committee
- VIII. County Assemblies Forum
- IX. National Consultative Forum -County Public Service Boards

## 1.7 Organization of the framework

This framework is organized in the following chapters

**Chapter one:** describes the introduction, background. rationale /justification, scope and objective of the framework

**Chapter two:** presents a situational analysis of capacity building and identification of existing gaps.

**Chapter three:** guides Human resource management practices on staff deployment and transfer, organization structure, complement, uniform grading and remuneration structure, management of county corporation staff, pension for county public service.

**Chapter four:** describes the code of governance for the county governments

**Chapter five:** provides for intervention of capacity development gaps for county public service.

**Chapter six:** Provides for Organisational and institutional of the framework

**Chapter seven:** provides for monitoring and evaluation of the implementation of this policy, the resource mobilization strategies that will be put in place to enable sufficient funding for the framework, the communication.

## CHAPTER TWO

### 2.0 Situational Analysis

Kenya has made significant strides in the implementation of devolution and reforming the Public Service, county government have established and operationalized county public service structures. Despite these achievements, lack of norms and standards in the management of human resources at the county level continues to undermine the Government's effort in enhancing service delivery and national cohesion. Further adherence to good governance practices in the county public service, still remains a challenge.

A capacity assessment was done by the State Department in conjunction with devolution stakeholders in the year 2024 in regard to capacity development, corporate governance of boards and county human resource management norms and standards. The findings from the assessment provided valuable insights into the current state of county public service across various counties in Kenya. While acknowledging the strengths and capabilities exhibited by the county public service, the assessment highlighted several critical areas that require focused attention and interventions.

#### 1. Human Resource Management Practices:

The assessment revealed widespread concerns related to organizational structure, staff establishment, human resource audits, transfers, succession management, staff pension, wage bill management, and handling employee grievances and discipline. These issues suggest a pressing need for clear policies, procedures, and guidelines to streamline and standardize human resource management practices within county governments and county

assemblies. Addressing these concerns is crucial for ensuring efficient and effective management of human resources, which is at the core of the county public service.

## **2. Budgetary Management and Resource Allocation:**

The assessment noted that the county government have no clear guidelines on the budget provisions for capacity development, financial autonomy for the County boards and high wage bill.

The county government are required as provided by NITA Act to set aside 2% of the Operation and maintenance budgets for training.

## **3. Governance and Ethical Conduct:**

The assessment noted the lack of clear governance principles. These principles include: ethical leadership, transparency and disclosure, performance management, accountability risk management & internal control, governance audit, compliance with law and regulations and stakeholder engagement. There is a need of inculcating these good governance principles in the county public service through a Code of governance for county public service.

## **4. Skills and Competency Development:**

The assessment revealed diverse levels of competencies across various skills in county public service. These skills include strategic planning, negotiation and conflict resolution, human resource management, financial management, communication, leadership, teamwork, adaptability, decision-making, conflict management, emotional intelligence, policy development and implementation, stakeholder engagement, training and development, and risk management, underscore the importance of tailored capacity-building programs. Addressing these skill gaps is essential for ensuring that county public service possess the necessary knowledge and abilities to navigate the complexities of their roles effectively.

Overall, the analysis of the assessment findings highlighted the need for a comprehensive and multi-faceted approach to capacity building within the county public service. By

addressing the identified gaps and challenges through targeted interventions, such as training programs, policy directions, resource allocation, and enhanced collaboration. County public service can be better equipped to fulfill their mandates and contribute to the overall success of the devolved governance system in Kenya.

## **CHAPTER THREE**

### **3.0 Human Resource Management Practices**

Human resource management refers to the process of employing people, training and development, compensation, developing policies, and employee retention strategies.

Proper human resource planning allows organizations to anticipate future needs and make informed decisions about recruitment & selection and training & development.

This framework provides guidelines for;

- i. Transfer of services by employees across counties and between the two levels of government
- ii. Well-defined staff complement, uniform grading & remuneration structures
- iii. Management of county corporation staff
- iv. Harmonization of pension for county public service

### **3.1 Guidelines for Transfer of Services By Employees Across Counties and Between the Two Levels of Government**

Transfer of service refers to the movement of a public officer from one county public service to another or to another administration, with a change in pay point. The Public Service Commission Act, 2017 provides for the definitions of Transfer, Transfer of Service

and the conditions thereof and also provides for the establishment and management of county governments, including the transfer of service of public officers

An officer can only be considered for a transfer if the service of the other administration in which he has applied for appointment has been declared to be 'Public Service' for the purposes of the Pensions Act. This ensures that the officer's pensionable status is maintained during the transfer.

### **3.1.1 Transfer Guidelines**

1. An employee of the county government having served for at least seven (7) years on permanent and pensionable terms of employment will be legible for transfer of service to a commensurate grading and having served on a similar period of time in the public service;
2. An officer will be considered for transfer if the career progression & guidelines/schemes of service of both institutions are similar;
3. The transfer shall be on the grounds not limited to;
  - i. Medical grounds
  - ii. Response to advertisement from other governments
  - iii. Joining the family
  - iv. Persons with Disabilities
  - v. Advanced age and social integration
  - vi. Any other reason justifiable to the County Public Service Boards

#### **a. Procedures for initiating transfers from county to national government**

- i. Transfer of service from a County Government to the National Government shall be initiated by an individual through the county public service board for recommendation to the public service commission for consideration subject to availability of vacancy in the approved establishment in the corresponding cadre;

- ii. Transfer of service should not disadvantage the career progression of existing staff.
- iii. Officer seeking transfer must have undergone a similar career progression guidelines and years of experience
- iv. The public service commission will then make a consideration to the CPSB either approving or declining the request depending on the prevailing terms and conditions of service for the employees whom the request is made and inform the officer through the CPSB;
- v. Where the request has been approved, the PSC shall inform the recipient institution;
- vi. The CPSB shall have the officer released ensuring all the due diligence has been undertaken as provided for in the clearance requirements.

**b. Procedures for initiating county to county transfers**

- i. Transfer of service from one County Government to another will be initiated by an individual through the respective county public service board for recommendation to the proposed recipient CPSB for consideration subject to availability of vacancy in the approved establishment in the corresponding cadre;
  - ii. The recipient CPSB will consider the request and communicate the decision to the requesting CPSB.
  - iii. If the request is approved, the requesting CPSB shall have the officer released ensuring all the due diligence has been undertaken as provided for in the clearance requirements.
4. In line with the provisions of Article 187 of the Constitution of Kenya on transfer of functions and powers between levels of government, if the transfer occurs from county government to the national government then the human resources will be transferred to the National Government to undertake those functions as provided for in the law and the deed of transfer. The compensation benefits and allowances shall be transferred to the national government;

5. The pension of the officers on transfer shall be handled in accordance with the provisions with the type of pension that the employee has subscribed to.

### **3.1.2 Staff Deployment/Transfer**

#### **a. Staff deployment within a department**

Staff deployment/transfer refers to the movement of a public officer from one duty station to another within the same county;

Staff deployment/transfer shall be done by CPSB. The CPSB may delegate the function to the authorized/ Accounting officer of the county department in accordance with section 43 of PSC regulations. **(Counties are required to domesticate Human Resource Manual Policies and Procedures May 2016 Part II Sec. B.31 on transfers)**. Officers shall not be deployed in stations where their services are not applicable/required.

#### **b. Staff deployment across departments**

Employees who wish to move from one department to another will have to apply for vacant positions as and when advertised. In exceptional circumstances, transfers of officers shall be approved by CPSB in consultation with the authorized/accounting officer.

### **3.1.3 Attachments, apprenticeships and on the job training**

County governments shall engage students, graduates and newly employed officer in attachments, apprenticeships and on the job training respectively in accordance with the existing regulations and the capacity of the county government to accommodate such.

### **3.1.4 Recruitments**

Recruitments shall be guided by the approved county human resource plans and staff establishments in accordance with the existing regulations and in compliance with the 30% inclusion rule for non-dominant communities, 5% reservation for PWDs and not more than 35% of wage bill to revenue ratio.

(see annex)

### **3.1.4 Secondment of officers**

Secondment refers to the temporary transfer of a public officer from the County Public Service to another organization within the county government, such as a statutory board or similar body, for a specified period. This arrangement allows the officer to work for the seconded organization within the county government while remaining employed by the County Public Service.

The national government may second officers to the county governments to build county capacities in compliance with Article 190 of the Constitution and Sec. 121 of County Governments Act 2012

This is guided by the following regulations:

- a) The PSC regulations 2020 outline the procedures for secondment, including the restrictions on secondment to officers on permanent and pensionable terms of service.
- b) The Salaries and Remuneration Commission Regulations provide for the remuneration and benefits of public officers on secondment, ensuring that their salaries and allowances are paid by the organizations in which they are seconded. This ensures that public officers on secondment receive fair and competitive remuneration, aligned with the SRC's salary structure.

#### **3.1.4.1 Conditions for Secondment**

##### **a) Eligibility**

Secondment is confined to pensionable officers, ensuring that their pensionable status is maintained during the secondment period.

##### **b) Duration**

Secondments are arranged for periods not exceeding three years renewable once, allowing for a clear understanding of the duration of the secondment.

### **c) Approval**

Approval for secondment to and from the county public service is granted by the County Public Service Board, ensuring that the decision is made in the best interest of the officer and the public service.

### **d) Pension Contribution on secondment**

To maintain the officer's pensionable status, the officers or the organization to which the officer is seconded will be required to make applicable pension contribution as per the relevant pension scheme requirements during the term of his secondment.

### **e) Salary and Allowances**

Officers on secondment will be paid their salaries and other allowances by the organizations in which they are seconded.

## **3.2 Organizational Structure, Staff Complement, Uniform Grading and Remuneration Structure**

### **3.2.1 Organizational Structure**

An organizational structure is the technical configuration of roles and responsibilities within an organization. It provides guidelines for the system of reporting that drives an organization, dividing it into functional areas or departments that are responsible for certain aspects of the organization's mandate.

#### **3.2.1.1 Prerequisites of an organizational structure**

County governments for development of organizational structures should ensure that the structures are in line with:

- (i) Mission and Vision of the county government;
- (ii) Legal frameworks guiding the County Governments;
- (iii) Strategies for delivering the mandates of the County governments;

- (iv) Complexity, geographical spread and the extent and need for organization for delivery of services;
- (v) Size and population of the county;
- (vi) Operational environment and culture of the County;
- (vii) Level of automation of work processes;
- (viii) The principles of organizational design which include:
  - a) Span of control
  - b) Chain of command
  - c) Unity of command
  - d) Grouping of related functions
- (ix) The Five (5) years review cycle informed by the lifeline of CIDPS. The review may also be informed by emerging issues in relation to change of law, and operational environment.

### **3.2.2 Staff Establishment**

Each county government is required to have an approved optimal staff establishment by the respective CPSB informing the basis for staffing during the plan period.

Optimal staffing levels will be informed by the following:

- i. Core functions of the County Governments, while observing the 70:30 ratio of technical to administrative support staff in different Departments. Technical in this respect is determined by the Job rather than the qualifications as informed by the mandate of different functional areas.
- ii. The obtaining workload based on demand from the public to ensure optimal utilization of staff;
- iii. Staffing Norms and Standards, both national and international such as pre-determined staffing recommended for Offices of CEOs, number of doctors recommended per a given population;
- iv. Outsourcing functions that are peripheral to service delivery of the county except in special circumstances e.g., cleaning, courier services;
- v. Level of automation of the various functions;

- vi. Resultant financial implication on personal emoluments arising from the reviewed staff establishment;
- vii. Nature of the mandate of the organization, whether delivery is labor or capital intensive; and
- viii. Clear justification for each position.

### **3.2.3 Uniform Grading and Remuneration Structure (Schemes of Service / Career Progression Guidelines)**

#### **3.2.3.1 Grading structure**

A grading structure consists of a series of grades or ranks showing the hierarchy of jobs, and through which an employee can progress in the course of work. Grading and Pay structures provide a logically designed framework within which an organization can determine where jobs should be placed in a hierarchy, defined pay levels and the scope for career and pay progression. A grading structure guides the public service in placement of jobs and in development of career progression guidelines as dictated by the entry qualification requirements;

##### **3.2.3.1.1 Grading Structures in the County public service**

- i. CPSB shall develop an authorized structure and staff establishment informed by a work load analysis in accordance with the PSC regulations
- ii. CPSB to develop and implement career progression guidelines for all cadres.
- iii. The development of a unified public service grading structure, implemented consistently across national and county governments to facilitate employee transfers and foster a more cohesive public service system. This structure should address the limitations of the current system by:
  - a. Reducing the number of grade levels to minimize grade inflation and ensure clearer distinctions between job roles and responsibilities.
  - b. Job placement to be based on the specific content and complexity of each role, rather than solely on entry-level qualifications.
  - c. The structure should encourage horizontal career development by recognizing the value of acquiring diverse skills within the same grade level.

- iv. CPSB should review the schemes of service/career progression guidelines to align any obsolete cadres
- v. Implement a uniform grading and pay structure to facilitate employee transfer by ensuring consistent compensation across the public service.

The grading structures in the county public service will contain the following provisions:

Ranking of jobs from the highest to the lowest;

- i. Distinct and transparent grades without hidden elements or sub-grades such as 2a, 2b, 2c, for purposes of equation and administration of salary and benefits;
- ii. Grades and designations that are seamless across cadres in the organization;
- iii. Substantive designations such as General Manager or Director and not deployment titles such as, Head of Function;
- iv. Consistent nomenclature providing for either directorship or managerial designations without combining the two in a cadre;
- v. Hierarchy of designations reflecting the relative seniority within and across cadres and functional areas;
- vi. Range between grades to facilitate differentiation of roles and facilitate integration and coordination of functions while creating room for career growth and development and mitigating against undue stagnation.
- vii. Guided by the Category of employees as provided for by the SRC
- viii. Equation of the grading to the Civil Service grading structure for purposes of determining allowances payable and facilitating inter-Governmental transfers/mobility

### **3.2.3.2 Remuneration structure**

Remuneration structure define compensation based on predetermined pay grades with incremental steps within each grade. County public service have three distinct payrolls with varying salary and benefit structures:

- a) Devolved Functions Payroll (Lowest)
- b) County Government Payroll (Middle)
- c) Former Local Authority Payroll (Highest)

### **Policy provisions**

- i. County Public Service Boards in conjunction with the Salaries and Remuneration Commission (SRC) should undertake a job evaluation exercise to address the existing pay disparities in the county governments
- ii. The SRC to implement the principle of equal pay for equal work across all government levels.
- iii. The County Governments in liaison with the National Government (SRC) should harmonize the pay structure to be uniform across all the levels of Government.
- iv. Implement fully the provisions of SRC Circular Ref. No. SRC/TS/29 (81) of 18th August, 2023 on review and advise on allowances in the Public Service to address differentials in allowances

### **3.2.3.3 Career Progression**

A Career progression guideline is a basic human resource management tool that guides the progression of staff in an organization. It is a result of job analysis and is meant to inform decisions on human resource management such as recruitment, placement, retention development, training and promotion on the basis of merit competence and ability.

CPSBs are required to provide frameworks for development of Career Progression guidelines in the counties. Career Guidelines should contain the following provisions;

- i. Clear, precise and concise Job description(s) devoid of any ambiguities regarding the nature of the job, key tasks to be undertaken, reporting relationships and the environment (health, safety and ergonomics) under which the job is to be performed.
- ii. Clear job specifications/requirements for appointment to various positions, which should include:
  - a. The required academic and professional qualifications,
  - b. Experience required at various levels,
  - c. The required performance standards drawn from targets derived from the core mandate of the organization, and
  - d. The desirable skills, competencies, aptitudes and attitudes.
- iii. Key competencies in accordance with the competency framework as guided by the State Department for Public Service;

- iv. Guidelines are only provided for cadres with more than one grade. Cadres with only one stand-alone position should be provided with job description(s) and specifications for the grade;
- v. Alignment of grades requiring a master's degree or equivalent for appointment/promotion in County Governments similar to grades in the National Public Service requiring similar qualifications;
- vi. Cumulative years of service required for appointment to a grade;
- vii. Statutory Membership/Registration by Statutory Professional Bodies without which staff may not be allowed to practice;
- viii. Ensure that serving officers are shielded from any new requirements for their current grades during a revision process. However, for advancement to higher grades all officers will be required to possess the prescribed minimum qualifications and experience required for promotion to the grade;
- ix. Where necessary, provide for consultations with relevant professional bodies and academic boards for universities and tertiary institutions;
- x. Investment in human capital and capacity building for optimal staff utilization and career growth; and
- xi. Adoption of encompassing designations (where cadres cut across Departments), where possible, to allow and facilitate deployment of staff across functional areas.

### **3.3.3 Guidelines on Management of County Corporations Staff**

The county corporation staff who are established in accordance with the provisions of the Public Finance Management Act 2012 and Regulations 2015 shall be governed by the following provision;

- i. County Public Service Boards are required to develop and implement standardized recruitment and selection procedures in accordance with PSC regulations 2020 across the 47 counties
- ii. County corporations should implement Performance Management systems developed by the County Public Service Boards in accordance with PSC performance management regulations 2021;

- iii. County Public Service Boards are required to develop and implement a grading and salary structure for county corporation as advised by the SRC;
- iv. County Public Service Boards are required to develop and implement HR plans to guide recruitment for county corporation based on specific needs and skills gap in accordance with PSC guidelines.
- v. CPSBs should develop and implement career progression guidelines for county corporations in accordance with PSC regulations.
- vi. Transfer of staff between county corporations and other public service entities should be considered on the basis of the guidelines approved by the CPSBs

### **3.3.4 Harmonization of Pension for County Public Service Employees**

Provision of retirement benefits to employees is critical in staff attraction, retention and employee welfare after retirement in the public service. Currently, Public Service organizations operate contributory and/or non-contributory pension schemes.

The National Treasury and Salaries & Remuneration Commission have issued guidelines on management of Pensions and the Public Sector Remuneration and Benefits Policy respectively, to address the management of pension's benefits in the Public Service.

There are varied pension schemes for public service in the national and county governments. Employees in the County public service subscribe to different Pension Schemes as under:

- a) Lap Trust
- b) CPF (Pension administrator)
- c) Lapfund
- d) National Government defined Benefit scheme
- e) PSSS
- f) And various other private Pension administrators contracted by the Counties

Challenges in Pension Administration include:

- a) Failure by counties to remit Pension deductions
- b) The existence of County employees without any pension scheme
- c) The safety of employee pension for those administered by private entities
- d) Delay in payment of Pension when they fall due.

## Guidelines

- i. Employees should be provided with pension information at entry into the service, by the CPSBs, to enable them make informed decisions
- ii. New county employees who are below 45 years of age are advised to enroll with the Public Service Superannuation Scheme (PSSS)
- iii. The County Public Service Boards to oversee the collection of pension contributions and ensure timely remittance as provided for in the Retirements Benefits Act, 1997 to the relevant scheme providers to avoid penalties which attract interest.
- iv. The CPSBs will review the schemes annual accounts; prepared, audited and reported upon in accordance with the Scheme Rules, the Retirement Benefits Act and the International Financial Reporting Standards for compliance to pension regulations and guidelines.
- v. CPSBs to undertake staff harmonization based on the SRC Circular Ref. No. SRC/TS/29 (81) of 18th August 2023 on remuneration and benefits for public officers or as may be reviewed from time to time. (annexed)
- vi. To maintain the officer's pensionable status, the officers or the organization to which the officer is seconded to will be required to make pension contribution as per the relevant pension scheme requirements during the term of his secondment.

## **CHAPTER FOUR**

### **4.0 The code of governance for county public service**

Code of governance is the structure and system of rules, practices and processes by which an organization is directed, controlled and held accountable. It encompasses authority, accountability, stewardship, leadership, direction and control exercised in organizations. Code of governance essentially involves balancing the interests of the many stakeholders in an organization. These include its shareholders, management, customers, suppliers, financiers, government and the community. Code of governance also provides the framework for achieving the objectives of the organization, and creates benchmarks for the measurement of corporate performance and disclosure.

The Code of Governance is anchored on the provisions Article 10 the Constitution of Kenya which focuses on the national values and principles of governance. Further, it is also anchored on Chapter six (6) of the Constitution on Leadership and Integrity. Specifically, Article 73 under Chapter 6 of the Constitution addresses itself to matters of trust, honor and dignity of public offices.

### **4.1 Scope of the Code of Governance**

The code shall be applicable to the following County Boards who shall be further responsible for cascading the provisions of the code to their respective public offices and officers in the counties-

1. County Public Service Boards as established under Section 57 CGA, 2012.
2. County Assembly Service Boards as established under Section 12 of CGA, 2012
3. Boards of Cities and Municipalities and Town Management Committees as established under Sec. 12 and 31 of Urban Areas and Cities Act, 2011 respectively.
4. County Corporations, County Companies and Joint Ventures as established under Section 182(1) of the PFMA, 2012 and Sections 6 (3) and 6(5 a) of CGA, 2012.

## **4.2 Governance parameters**

### **4.2.1 Appointment, Composition and Size**

#### **a) County public service boards**

The CPSBs are managed by Board members who are recruited competitively under the provisions of CGA Section 58. They are composed of a chairperson nominated and appointed by the county governor with the approval of the county assembly; not less than three but not more than five other members nominated and appointed by the county governor, with the approval of the county assembly; and a certified public secretary of good professional standing nominated and appointed by the governor, with the approval of the county assembly, who shall be the secretary to the board.

#### **b) County Assembly Boards**

The CAB is composed of: - the Speaker of the county assembly as the chairperson; the leader of the majority party or a member of the county assembly, deputized by him or her, as the vice-chairperson; the leader of the minority party or a member of the county assembly deputized by him or her; and one-person resident in the county, appointed by the county assembly from among persons who have knowledge and experience in public affairs, but who is not a member of the county assembly.

The county assembly clerk shall be the secretary to the county assembly service board.

#### **c) Boards of cities and municipalities**

A board of a city shall consist of not more than eleven members, six of whom shall be appointed through a competitive process by the County governor, with the approval of the county assembly as provided in sec 13 and 14 respectively of Urban Areas and Cities Act.

##### **i. City boards**

The members of the Board of a city is constituted as follows;

(a) The county executive member for the time being responsible for cities and urban areas or his representative;

(b) Six members who shall be competitively appointed by the county governor, with the approval of the county assembly;

(c) Four members who shall be nominated by an umbrella body representing: - professional associations in the area; an association representing the private sector in the area; a cluster representing registered associations of the informal sector in the area; and a cluster representing registered neighborhood associations in the area

(d) The Secretary, who is an ex officio member of the Board

## **ii. Municipal Boards**

A board of a municipality consist of nine members appointed by the county governor with the approval of the county assembly.

The members of the board appointed is constituted as follows—

(a) The county executive member for the time being responsible for cities and urban areas or his representative;

(b) Three members who shall be appointed by the county governor, with the approval of the county assembly;

(c) Four members who shall be nominated each by an umbrella body representing professional associations in the area; an association representing the private sector in the area; a cluster representing registered associations of the informal sector in the area; and a cluster representing registered neighborhood associations in the area.

(e) The municipal manager appointed under section 28 of urban areas and Cities Act is the secretary of the board and an ex officio member of the board.

## **Governance practice**

- i) The Board should be appointed through a competitive transparent and formal process governed by the overriding principle of merit.
- ii) Board appointments should take into consideration competencies, diversity and mix of skills.
- iii) The appointment of each Board member should be in writing.
- iv) Each Board member shall signify their acceptance of the appointment in writing.

### **4.2.2 Chairperson and Vice Chairperson**

#### **4.2.3 The Role of the Chairperson**

The role of the Chairperson is to guide the Board to effectively discharge its mandate. An effective Chairperson should guide the agenda of the Board and lead by facilitating and encouraging, rather than directing. The Chairperson provides support and advice to the Secretary and rallies the Board around the common goals.

## **Governance practice**

The Chairperson should-

- i. Provide overall leadership to the Board;
- ii. Play a key role in setting the agenda for Board meetings;
- iii. Conduct efficient Board meetings and guide the Board decision-making process;
- iv. Encourage Board members to participate fully in Board deliberations;
- v. Harness the collective skills of the Board and its Committees;
- vi. Lead the annual Board Evaluation Process;
- vii. Monitor the performance of the Secretary and lead in the evaluation of their performance;
- viii. Maintain a close, but independent working relationship with the Secretary

- ix. Be available for consultations with Board members and the Secretary;
- x. Ensure that there is a formal succession plan for Board members;
- xi. Ensure new Board members are inducted in accordance with the agreed induction programme;
- xii. Encourage Board members to develop their skills and competencies;
- xiii. Promote a positive image of the Board; and
- xiv. Encourage a culture of transparency and teamwork among Board members.

#### **4.2.4 Role of Secretary to the Board**

1. The secretary shall be a member of the ICPSK in good standing or as specified in the relevant Acts and shall be the link between Board and Management
  - (a) Provide guidance to the Board on their duties and responsibilities and on matters of governance.
  - (b) Assist the Board in carrying out the following:
    - i. Board induction and training
    - ii. Updating the Board and Committee charters
    - iii. Preparation of Board work plans
    - iv. Board evaluation
    - v. Governance audit
    - vi. Implementation of the code of conduct and ethics.
  - (c) Ensure the timely preparation and circulation of Board and Committee papers
  - (d) Ensure timely circulation of Board and Committee minutes.
  - (e) Be the custodian of the seal of the Organization and account to the Board for its use.
  - (f) Maintain and update the register of conflicts of interest.

- (g) Ensure that Board members are aware of all relevant laws affecting the organization.
- (h) Facilitate effective communication between the organization and the shareholders.
- (i) Ensure that annual returns are promptly filed with the relevant authorities.
- (j) Except in exceptional circumstances, ensure that Board and Committee papers are circulated in advance of any meeting.

#### **4.2.5. Duties of the individual members**

The basic responsibility of the Board members is to exercise their best judgment and to act in a manner that they reasonably believe to be in the best interest of the Board and its stakeholders. In discharging that obligation, the members should be entitled to rely on the honesty and integrity of the management, staff and its external professional advisors and auditors.

Each Board member is in a position of trust. A Board member must act in good faith and should exercise care and diligence in carrying out their responsibilities.

#### **Governance practice**

Each Board member shall:

- i) exercise the highest degree of care, skill and diligence in discharging their duties;
- ii) act in the best interest of the Board;
- iii) act honestly and at all times avoid conflict of interest;
- iv) at all times exercise independent judgment;
- v) understand and accept the principle of collective responsibility;
- vi) devote sufficient time to carry out their responsibilities;
- vii) regularly update their knowledge and enhance their skills;
- viii) promote transparency at Board level;
- ix) promote teamwork within the Board;

- x) promote and protect the image of the County.
- xi) Owe their duty to the Board and not to the nominating or appointing authority;  
and
- xii) Owe the County government a duty to hold in confidence all information available to them by virtue of their position as a Board member.

#### **4.2.6 Vacation/Removal of Office**

A member of a board shall cease to hold office if the member—

- i) is unable to perform the functions of the office by reason of mental or physical infirmity;
- ii) is declared or becomes bankrupt or insolvent;
- iii) is convicted of a offence and sentenced to a term of imprisonment of six months or more;
- iv) resigns in writing to the county governor;
- v) without reasonable cause, the member is absent from three consecutive meetings of the board or committee within one financial year;
- vi) is found guilty of professional misconduct by the relevant professional body;
- vii) is disqualified from holding a public office under the Constitution;
- viii) in any particular case, the member fails to declare his or her interest in any matter being considered or to be considered by the board or committee;
- ix) engages in any gross misconduct
- x) dies

#### ***For cities and municipal boards in addition to the above***

A person may be removed from the office of chairperson, vice chairperson or a member of the board on any of the grounds provided above except iv and x by the county governor;

- a. By the board, supported by the vote of at least two-thirds of the members of the board; or
- b. Upon petition by the residents of a city or municipality. A resident of a city or municipality may file a writing petition with a board for the removal of a chairperson or vice chairperson.

***For County public service board in addition to above***

A member of the county assembly service board shall vacate office—

(a) If the person is a member of the county assembly—at the end of the term of the county assembly;

Or if the person ceases to be a member of the county assembly; or

If the person is an appointed member, on revocation of the person's appointment by the county assembly; or

If the person is the Speaker, leader of majority party or leader of minority party when the person ceases to be such Speaker, leader of majority party or leader of minority party.

**4.2.7 Tenure and Term Limits**

A member of the County Public Service Board hold office for a non-renewable term of six years.

A member of County Assembly Service Board holds office for max 5 yrs. provided he holds and remain his /her position of the office he /she represents. However, when the term of the county assembly ends, a member of the county assembly service board appointed as resident in the county, appointed by the county assembly from among persons who have knowledge and experience in public affairs, but who is not a member of the county assembly Shall continue in office until a new member has assumed office in the member's place in the next assembly.

A member of Board of City and municipalities shall hold office for a term of five years, on a part-time basis

## **Governance Practice.**

1. A Board member shall not hold such position in more than one board any one time to ensure effective participation in the Board.
2. A Chairperson of a board shall not hold such position in any other board concurrently, in order to allow them devote sufficient time to steering the Board.

### **4.2.8. Committees of the Board**

Committees assist the Board in fulfilling its mandate. Committees operate within a framework of delegated responsibility. The Committee structure allows the Board to consider specified matters in great detail and with due regard to professional input.

#### **Governance practice**

- 1) The Board shall establish a maximum of four Committees (including one responsible for Audit function) to be responsible for the following functions:
  - i. Audit, Risk and compliance
  - ii. General Purposes, Finance and Administration
  - iii. Governance, values and principles
  - iv. Human resource performance management and disciplinary control
- 2) The Board should provide Terms of Reference for each Committee.
- 3) A Board member should serve a maximum of 3 committees
- 4) The Board should review the mandate of the Committees periodically.
- 5) Committee members should have the necessary skills and expertise to execute their responsibilities.
- 6) The decisions of the Committees are subject to ratification by the Board.
  - a) The Board should determine the procedure and process within which Committees may be allowed to take independent professional advice at the Board's expense.
  - b) The Board shall determine the frequency of Committee meetings.

- c) The Board shall appoint the Chairperson of each Committee.
- d) The Chairperson of the Board should not be a member of any Committee.
- e) The Chairperson of the Board shall not chair any Board Committee.
- f) The Board should annually review the effectiveness and performance of its Committees.

#### **4.2.9. Board and Committee Meetings (Time, Quorum, Venue, Notice, attendance, mode, agenda, minutes, voting, resolutions)**

##### **Board Meetings**

Boards formally transact their business and make decisions through meetings. Board meetings should be properly convened and held at regular intervals with the proceedings being recorded.

##### **Governance practice**

- 1) Board members should dedicate adequate time and effort for meetings.
- 2) The Chairperson shall chair all Board meetings and, in their absence, or inability to chair, the Vice Chairperson.
- 3) The quorum for Board meetings shall not be less than 50% +1 of the Board members.
- 4) The corporation secretary should attend all Board meetings
- 5) Board meetings will be held at least four (4) times a year, and special meetings will be called as necessary. A schedule of dates of the meetings will be agreed upon by the Board members and set out in the Board work plan.
- 6) Board papers should be made available to Board members not less than ten days before the date of the meeting.
- 7) Notices of the location and the timing of meetings will be issued prior to the meetings. The Board work plan may be adjusted if deemed necessary by the Chairperson.

- 8) The Chairperson, Secretary or Committee Chairpersons may from time to time invite senior managers, other employees and advisors to attend Board or Committee meetings whenever deemed appropriate.
- 9) The Board should set aside adequate time, annually, to discuss strategy and policy matters.

#### **4.2.9. 1 Notice and Agenda for Meetings**

Notice and agenda of Board and committee meetings will be issued from the Secretary in consultation with the Chairperson of the Board or relevant committee. Each Board member is free to suggest the inclusion of items on the agenda by providing notice to the Chairperson at least fourteen (14) days prior to the meeting, to enable preparation.

Additional agenda items may be included in the agenda during the meeting subject to unanimous approval by the Board or the committee.

Save for the additional agenda items, the agenda for the meetings will be aligned to the Board work plan which will establish a schedule of agenda subjects to be discussed during the year to the degree this can be foreseen.

Except for urgent cases, as determined by the Chairperson, detailed agenda accompanied by relevant supporting documents and recommendations will be provided to the Board members at least ten (10) days prior to meeting. Board members should review these materials in advance of the meeting to enhance effectiveness.

#### **4.2.9. 2. Venue of Meetings**

Board and committee meetings are generally held at the board offices but may also take place elsewhere with relevant approvals. The time and venue of the meetings should be clearly communicated in the notice for the meeting.

In addition, meetings of the Board or committees may be held by conference call, video conference or by any other means of communication, provided that all members have

been given prior notification and that they can communicate with each other simultaneously. The chair and the secretary should be physical present at the board office

#### **4.2.9. 3. Attendance of Meetings**

A Board member who is unable to attend a meeting will explain their absence to the Chairperson and notify the Secretary to record the apology. A Board member who misses three (3) consecutive meetings shall be required to explain such absence to the Chairperson and if unable to commit the time for future attendance, to tender their resignation to the appointing authority.

Admission to a meeting of persons other than the Board members, or (if invited) other members of the senior management, shall be decided by the Board members present at the meeting.

#### **4.2.9. 4. *Procedure of Meetings***

##### **(a) Chairing of Meetings**

Board meetings shall be chaired by the Chairperson of the Board or in the case of a committee meeting, the Chairperson of that committee. In the absence of the Chairperson, one of the Board members designated by the Board members present at the meeting will chair.

##### **(b) Constitution of the Meeting**

The Board meeting will be constituted in accordance with constitutive documents and shall include a confirmation that there is quorum for the meeting to proceed and recording of attendance.

##### **(c) Protocol of Board Meetings**

The Chairperson, having ensured that the meeting is properly constituted, will also ensure that at an appropriate time during the meeting, the minutes of the previous meeting are confirmed and matters arising there from handled.

A special meeting of the Board or Board Committee will not discuss any matter other than that specified in the agenda.

The conduct of Board meetings may also be undertaken through tele/ video conferencing, in the case where some of the participants will not be physically present.

The following guiding principles shall apply:

The Secretary should ensure that the constitutive documents allows for tele/video conferencing;

- i. The Secretary shall ensure that the necessary arrangements are in place to facilitate effective and secure communication during the meeting.
- ii. On sending out the notice of the meeting, the Secretary shall also confirm whether each Board member or participant will attend physically or through tele/video conferencing.
- iii. At the start of the scheduled meeting and for the purpose of confirming quorum, a record of attendance shall be taken during which each Board member or participant will clearly state, for the record, their full name, location, type of device being used and give confirmation that they can clearly hear the others.
- iv. All Board members or participants shall identify themselves for the record before speaking and must confirm that they can clearly hear and/or see each other in the course of the meeting.
- v. If a statement of a Board member or participant in the meeting via tele/video conferencing is interrupted or garbled, the Chairperson shall request for a repeat or reiteration.
- vi. The Chairperson should ensure that resolutions are clarified for record purposes.

- vii. The Chairperson should ensure that the agenda is suitable for tele/video conferencing.

#### **(d) Decision Making.**

The Board members, with the guidance of the Chairperson, should work toward unanimously adopting resolutions. However, Board members are entitled to voice dissenting opinions and have these recorded in the minutes when unanimity cannot be reached.

Resolutions of the Board will be made at Board meetings or approved in writing by circulation, provided that in respect to the latter the proposed resolution is submitted to all Board members and none of them objects to this form of adoption. Approval of resolutions by circulation shall be effected in writing by all Board members. Objection to this method of adoption or to the proposed resolution should also be in writing.

#### **(e) Resolutions and Minutes**

Minutes must be drawn up for every Board and committee meeting with resolutions highlighted therein. The minutes should be circulated to the Board members as soon as possible after the meeting. Upon confirmation, the minutes should be signed by the Chairperson and added to the records of the Board. Substantial corrections to previous minutes will be recorded in the minutes of the meeting where the corrections are made and adopted by the Board members. Urgent resolutions may be drawn up and signed immediately in the relevant meeting.

#### **(f) Implementation of Resolutions**

Generally, the Board delegates to the Secretary responsibility to implement the resolutions of the Board. The Secretary may delegate some of these responsibilities to senior management. The Board is responsible for monitoring the implementation of the resolutions.

#### **4.2.10. Funding of the Board**

Boards should be adequately funded to implement the annual work plan activities. It is recommended that the boards should be granted financial autonomy by ensuring that its funding is secure and independent of the Executive. Any budgetary allocations approved for the CPSB should not be subject to redirection or reallocation without explicit consent from the CPSB

#### **4.2.11. Board Work plan**

The Board should have a work plan that enables the Board and Management to effectively prepare for meetings and other Board activities. In developing the work plan, a forward-looking Board will identify all key actions and/or decisions required in any given year and assign these to specific dates for the Board's attention.

#### **Governance practice**

- a) Board members should ensure the development of an annual Board work plan.
- b) The Board work plan should at a minimum focus on:
  - i. A review of management's implementation of strategies, policies and plans
  - ii. Risk Assessment and Management
  - iii. Budgeting and Financial Management
  - iv. Quality Assurance Processes
  - v. Board Evaluation
  - vi. Strategic planning and review
  - vii. Governance and compliance

#### **4.2.12. Board Induction and Continuous Skill Development**

On appointment, Board members should be inducted into their roles and responsibilities by being provided with a structured and practical orientation to the policies and activities of the Board.

In addition to the induction programme, Board members should continuously assess their competencies and put in place a development programme to address any gaps relative to their roles and responsibilities, particularly in the area of corporate governance.

### **Governance practice**

- I. The Board should develop an induction programme for new Board members which should be carried out within the first three months of appointment.
- II. The Board should ensure that a competence needs assessment is carried out and an annual development programme for Board members put in place.
- III. Board members should receive briefings on matters relevant to the business and changes in laws and regulations.

#### **4.2.13. Board Charter**

The Board should have a Board Charter that sets out the roles, responsibilities, structure, processes and authorities of the Board. The Board Charter indicates the legal framework within which the Board operates, and assists in delivering good governance.

### **Governance practice**

- i. The Board should develop and adopt a Board charter.
- ii. The Board charter should define the role, responsibilities and functions of the Board in the governance.
- iii. The Board should periodically review its Board charter.

#### **4.2.14. Board Evaluation**

Board evaluation is central to good corporate governance. Boards should conduct periodic evaluation to ensure that they carry out their responsibilities efficiently and effectively.

### **Governance practice**

- i. The Board should determine its performance criteria.
- ii. The Board should undertake an annual evaluation of its performance.

- iii. The evaluation should cover the Board as a whole, its committees, individual Board members, the Chairperson, and the Secretary.
- iv. The annual evaluation should be facilitated by an independent governance specialist.
- v. The annual evaluation should result in a report with recommendations for implementation.
- vi. The re-appointment for a subsequent term of any Board member should be based on a favorable evaluation.

#### **4.2.15. Succession Planning**

The Board should have a succession plan for the Board members.

A succession plan provides guidance for the identification and sourcing of potential Board members to ensure Board continuity with the right set of skills and competencies.

#### **Governance practice**

- i. The Board should ensure that the terms of Board members are staggered to ensure a phased transition.
- ii. The succession plan should take into consideration the required skills and competencies.
- iii. A board member who wishes to resign should declare vacancy six months before resignation.

#### **4.2.16. Board Remuneration**

Board members shall be remunerated for their services in accordance with the prevailing relevant legislative provisions and/or guidance from the relevant authority.

#### **4.2.17 Remuneration of members of a board of Cities and Municipalities**

The chairperson, vice chairperson and members of a board or town committee do not receive a salary from the board or town committee but is paid such allowances and benefits

as the county executive committee shall determine, with the approval of the county assembly, and on the advice of the Salaries and Remuneration Commission.

#### **4.2.18. Board Independence**

Board members must at all times act in the best interest of the Board. While Board members could take into consideration the views of other stakeholders, they must make decisions independently and not let any other interests influence their decision-making process.

##### **Governance practice**

- i) The Board should exercise independent judgment in discharging its duties.
- ii) Board members should disclose all real or perceived conflicts of interest and manage these within an agreed framework.
- iii) Board members should be free to seek independent advice in connection with their duties following an agreed procedure.

#### **4.2.19. Board member liability**

A Board member shall not be liable for any act done in good faith in carrying out duties and responsibilities in the Board. However, there is no limitation of liability for negligence or breach of the member's duty of care to the Board or its stakeholders, or for acts or omissions not in good faith, or which involve intentional misconduct or violation of the law.

##### **Governance practice**

Board members should:

- i. Act in the best interest of their Board; and
- ii. Be held liable for their acts and omissions arising from their negligence, default, breach of duty or breach of trust.

#### **4.2.20. Separation of roles between the board and management**

The role of the Board should clearly be separated from that of the Management.

#### **4.2.21. Board Performance**

The Board will conduct performance evaluation annually to determine whether it and its committees are functioning effectively. This evaluation will be carried out in accordance with the Board Evaluation Tool (see annex).

The Board evaluation provides an opportunity for Board members to identify strengths, collective skills gaps and individual areas of improvement. The Board will also review the performance of each committee against the agreed Terms of Reference.

#### **4.2.22. The Governance Audit**

The Board should conduct an annual governance audit. The purpose of the audit is to assess the extent to which the Board has complied with good governance practices.

#### **Governance practice**

- i) The Board should ensure that an annual governance audit is carried out by a member of the Institute of Certified Public Secretaries of Kenya (ICPSK) who is accredited for that purpose.
- ii) The Governance audit should among other areas cover the governance practices of the Board in the following parameters;
  - a. Leadership and strategic management;
  - b. Transparency and Disclosure;
  - c. Compliance with Laws and Regulations;
  - d. Communication with stakeholders;
  - e. Board independence and governance;
  - f. Board systems and procedures;
  - g. Consistent stakeholders' value enhancement;

- h. Corporate social responsibility and investment.

#### **4.2.23. Conflict of interest**

A conflict of interest may arise where a Board member or close family member such as a spouse, child, parent or sibling has private interests that could improperly influence the performance of the Board member's official duties and responsibilities. Conflict may also arise where a Board member uses their office for personal gain.

#### **Governance practices**

- i. Board members are required to avoid conflict of interest and deal at arms-length in any matter that relates to the Board. However, a Board member who identifies an area of conflict shall be required to declare any actual or potential conflict of interest to the Board. In so reporting, the Board member is required to provide all relevant information, including information which relates to their immediate family members by blood or marriage which is related to the area of conflict. When declared, the Board member shall abstain from decisions where the conflict exists.
- ii. The Secretary should keep a record of conflicts of interest declared, for accountability purposes, and as a rule of good practice on appointment and on regular intervals or at any time when circumstances change, all members shall in good faith disclose to the Board for recording any other business or interest likely to create a potential conflict of interest.
- iii. For accountability purposes, and as a rule of good practice on appointment and on regular intervals or at any time when circumstances change, all members shall in good faith disclose to the Board for recording any other business or interest likely to create a potential conflict of interest.

### **4.3 Accountability Risk Management and Internal control**

#### **4.3.1 Governance Statement**

The Board has the responsibility to ensure that it has effective systems and processes of accountability, risk management and internal controls. Therefore, the Board should ensure

timely preparation of accurate financial statements. It should also ensure that effective processes and systems of risk management and internal controls are in place. In addition, the Board should also ensure that the procurement process is cost effective and delivers value for money.

#### **4.3.2 Governance Parameters**

##### **1. Financial Reporting**

The Board should ensure the preparation of accurate financial statements which show the performance of the Board at different times. An external audit of the financial statements should be completed within six months of the year-end.

##### **Governance practice**

The Board should:

- i) Ensure that the books of account are prepared on a timely basis;
- ii) State in the annual report, its responsibility for preparing the report and accounts;
- iii) Report in the annual and half-year financial statements that the Board is a going concern, with supporting assumptions or qualifications as necessary; and
- iv) Ensure that the external audit of the financial statements is completed and an audit opinion given within six months of the year-end.

#### **4.3.3 Risk Management**

The Board should put in place an effective risk management framework which sets out the level of risk tolerance and entails active identification, assessment and monitoring of business risks.

##### **Governance practice**

The Board should:

- i) Ensure the development of a policy on risk management;
- ii) Set out its responsibility for risk management in the Board Charter;
- iii) Approve the risk management policy and the risk management framework;
- iv) Delegate to Management the responsibility to implement the risk management framework;
- v) Monitor that risks taken are within the set tolerance and appetite levels;
- vi) Review the implementation of the risk management framework on a quarterly basis;
- vii) Appoint a committee responsible for risk management
- viii) The committee should obtain relevant technical advice where necessary.
- ix) The Board should establish a risk management function
- x) The Board should ensure that risk assessment is carried out on a continuous basis.
- xi) The Board should receive from internal audit function a written assessment of the effectiveness of the system of internal controls and risk management.
- xii) Evaluate the performance of the committee once a year.

#### **4.3.4 Internal Control**

The Board should establish and review on a regular basis the adequacy and integrity of the internal control system.

#### **Governance practice**

The Board should:

- i) Maintain an effective and efficient system of internal control;
- ii) Set out its responsibility for internal control in the Board Charter;
- iii) Delegate to Management the responsibility of designing, implementing and monitoring effectiveness of internal control system;

- iv) Receive from the internal audit function a written assessment of the effectiveness of the system of internal controls on a quarterly basis;
- v) Receive from the external auditor an assessment of the effectiveness of the system of internal control after the audit process; and
- vi) Ensure that the internal audit function monitors for rectification, weaknesses noted by the external auditor.

#### **4.3.5 Audit Committee and External Auditor**

The Board should establish an independent Audit Committee which is responsible for overseeing the internal audit function and the external auditor.

##### **Governance practice**

- i) The Audit Committee is responsible for overseeing the internal audit function
- ii) The Board should ensure that at least one member of the committee has relevant financial experience and is a member of ICPAK in good standing.
- iii) The Board should establish an internal audit function.
- iv) The Board should ensure that there is an effective risk-based internal audit system.
- v) The Board should approve the internal audit charter.
- vi) The Board should ensure that the internal audit function is independent.
- vii) The Board should ensure that the Head of Internal Audit is a member of the senior management team.

#### **4.3.6 Procurement Process**

The Board should establish a procurement function and develop a policy on procurement which promotes sustainability, high ethical standards and best practice.

##### **Governance practice**

The Board should:

- i) Establish a procurement policy that promotes sustainability, high ethical standards and best practice;
- ii) Establish a procurement function which is managed by competent and professionally qualified persons of high integrity;
- iii) Approve the annual procurement plan which should be aligned with the annual budget;
- iv) Periodically review the implementation of the procurement plan;
- v) Ensure that the committee responsible for risk monitors risks in the procurement process;
- vi) Ensure that there exists a clearly documented audit trail of procurement activities.

#### **4.3.7 Information Communication Technology (ICT)**

The Board should establish an ICT governance framework that ensures business integrity and continuity.

#### **Governance practice**

The Board should:

- i) Establish an ICT Policy, which is aligned to the objectives of the Organization.
- ii) Ensure that ICT related risks are identified and managed.
- iii) Ensure that an appropriate Business Continuity Plan (BCP) is in place.
- iv) Utilize ICT in monitoring the performance of the organization.

### **4.4 ETHICAL LEADERSHIP**

#### **4.4.1 Broad Governance Statements**

Members of the CPSB shall adhere to the highest ethical standards and codes of conduct in the performance of their duties. Integrity, impartiality, and professionalism shall guide all interactions and decision-making processes of the Board. Any breach of ethical standards shall be subject to investigation and disciplinary action as per the provisions of this Code.

The CPSB shall adhere strictly to merit-based principles in all recruitment and selection processes. The Board shall not succumb to political pressure or directives from the Executive to hire unqualified candidates.

## **Ethics and integrity**

### **Governance practice**

The Board should:

- i. Provide ethical leadership in the management of the organization.
- ii. Establish the core values of the organization and ensure that the values are aligned to the Constitution of Kenya and underpin sustainable practices.
- iii. Ensure that all members of the organization adhere to the core values.
- iv. Ensure that the corporate strategy includes measurable targets for improving ethical behavior.
- v. Ensure that the ethical practices of the organization are effectively monitored.
- vi. All recruitment decisions shall be based solely on the merit and suitability of candidates for the respective positions.
- vii. The Board should ensure that its operations and the conduct of members of staff are anchored on high standards of ethics and integrity.
- viii. The Board should ensure that there is a Code of Conduct and Ethics that promotes ethical behavior.
- ix. The Board should ensure that there is a policy that governs the conflict between the personal interests of Board members and that of the Board.
- x. The Board should encourage whistle blowing within a controlled environment to safeguard the assets.

#### **4.4.3 Code of Conduct and Ethics**

- i) The Board should ensure that a code of conduct and ethics is developed.
- ii) The Board should ensure that all members subscribe to the code of conduct and ethics.
- iii) The code of conduct and ethics should be reviewed as often as necessary.

iv) The Board should promote ethical conduct and sanction misconduct.

#### **4.4.4 Conflict of Interest**

Every public entity shall maintain an open Register of Conflicts of Interest, in which an affected State officer shall register his or her particulars and an explanation of the nature and extent of conflict of interest situation, in a prescribed form.

#### **Governance practices**

The Board should:

- i) Provide ethical leadership in the management;
- ii) Develop and promote an ethical culture based on core values;
- iii) Ensure that the core values are adhered to by all members;
- iv) Ensure that the corporate strategy includes measurable targets for improving ethical behavior; and
- v) Ensure that the ethical practices are effectively monitored.
- vi) Maintain high standards of performance and level of professionalism in the county; and if he or she is a member of a professional body, observe and subscribe to the ethical and professional requirements of that body in so far as the requirement are not in contravention of the Constitution or this Act.
- vii) Not to use his or her office to unlawfully or wrongfully enrich himself or herself or any other person.
- viii) Dishonest in the conduct of public affairs, abuse of office, misuse of office, misrepresentation of information to the public, wrongful conduct in furtherance of personal benefit, misuse of public resources, abuse of office, discriminatory conduct, falsification of records or matrimonial offences;
- ix) Not accept or solicit gifts, hospitality or other benefits from any person that may influence him in making a decision.
- x) Not use his or her office to wrongfully or unlawfully influence the acquisition of property.
- xi) Not to open or continue to maintain a bank account outside Kenya except with the approval from the Ethics and Anti-Corruption Commission.

- xii) Use his or her best efforts to avoid being in a situation in which his or her personal interests conflict or appear to conflict with his or her official duties.
- xiii) Not to award or influence the award of a contract to himself/herself or members of his family or company in which he has an ownership interest

#### **-4.4.5 Corporate Reputation and Image**

##### **Governance practice**

The Board should:

- i. Ensure that the organization develops a strategy on corporate reputation and image.
- ii. Promote a positive image of the organization

#### **4.4.6 Corporate Social Responsibility and Investment**

##### **Governance practice**

The Board should ensure

- i) That a policy on good corporate citizenship is in place.
- ii) That the policy on good corporate citizenship is implemented.
- iii) That a sustainable and appropriate budget is allocated for corporate social responsibility and investment.
- iv) That the organization respects and promotes sustainable environment.

#### **4.4.8 Whistle-Blowing**

##### **Governance practice**

The Board should ensure that

- i) There is a whistle-blowing policy in the organization.
- ii) The whistle-blowing policy protects and prohibits victimization of those who disclose or provide information in good faith.
- iii) An independent party is responsible for receiving and investigating reports received.

### **4.5 TRANSPARENCY AND DISCLOSURE**

#### **4.5.1 Governance Statement**

The County Government Boards shall ensure timely and balanced disclosure of all material information to promote transparency and accountability to all Stakeholders. Disclosure is done through the Annual Report, and at more frequent intervals as may be required.

#### **4.5.2 Board Structure, Members, and Committees of the Board**

##### **Governance practices**

The Board should disclose:

- i) Composition of the Board, including member profiles, qualifications, and expertise.
- ii) Information on Board committees (including the Audit Committee) their roles, and responsibilities.
- iii) Frequency of Board and committee meetings, along with attendance records.
- iv) Any changes in Board membership and committee structures.
- v) Nomination and selection process for Board members.
- vi) Retirement Schedule of the Board members.

#### **4.5.3 Environmental, Social & Governance (Sustainability)**

##### **Governance practices**

The Board should disclose:

- i) Policies and practices related to environmental sustainability and social responsibility.
- ii) Governance frameworks for managing environmental and social risks.
- iii) Environmental and social performance metrics.
- iv) Integration of ESG aspects into the overall strategic planning of the Board.
- v) If the organization is a going concern based on the Triple Bottom Line -Profit, People, Planet
- vi) The major sources of revenue and items of expenditure.

#### **4.5.4: Remuneration of the Board and Senior Management**

##### **Governance practices**

The Board should disclose:

- i) Comprehensive details of remuneration policies and packages for Board members and senior management.

- ii) The remuneration decision-making process, for both full time and Part time members.
- iii) Any performance-based incentives and how they align with the Board's strategic objectives.
- iv) Intervals of review and update of remuneration policies.

#### **4.5.5 Integrated Financial Reporting**

##### **Governance practices**

The Board should disclose:

- i) Annual and interim financial statements following the International Financial Reporting standards.
- ii) Financial performance, position, and cash flows.
- iii) Integration of financial and non-financial information to provide a comprehensive view of the Board's performance.
- iv) Management 's assessment of the factors that affected the financial results over the period covered by the financial statements
- v) Any known trends likely to have a material effect on the future financial status
- vi) Any deviation from the Generally Acceptable Accounting Principles

#### **4.5.6 Key Stakeholder Groups**

##### **Governance practices**

The Board should disclose:

- i) Key stakeholders and their interests.
- ii) Policies and practices for engaging with stakeholders.
- iii) Details of stakeholder engagement activities and their outcomes.
- iv) Stakeholder feedback and how it is incorporated into Board decisions.

#### **4.5.7 Adherence to Good Governance Principles**

##### **Governance practices**

The Board should disclose:

- i) Declaration of adherence to established governance codes and principles.
- ii) Specific practices and measures implemented to uphold good governance.
- iii) Any deviations from governance principles.

#### **4.5.8 Corporate Social Responsibility**

##### **Governance practices**

The Board should disclose:

- i) Information on CSR initiatives and their impact on the community.
- ii) Allocation of resources and support for CSR activities.
- iii) Regular reporting on the outcomes of CSR initiatives.
- iv) Alignment of CSR activities with the Board's strategic objectives and values.

#### **4.5.9: Compliance with Laws, Regulations, and Standards**

##### **Governance practices**

The Board should disclose:

- i) Comprehensive disclosure of compliance with relevant laws, regulations, and standards.
- ii) Reporting of any non-compliance incidents and corrective actions taken.
- iii) Regular audits and assessments to ensure ongoing compliance.
- iv) Transparency in addressing compliance challenges and improvements.

#### **4.5.10: Board Evaluation and Governance Audit**

##### **Governance practices**

The Board should disclose:

- i) Regular evaluation of Board performance and governance practices.
- ii) Disclosure of evaluation processes, criteria, and results.
- iii) Implementation of governance audits to assess effectiveness and identify areas for improvement.
- iv) Transparency in communicating the outcomes and action plans from evaluations and audits.

#### **4.5.11: Key Organizational Risks**

##### **Governance practices**

The Board should disclose:

- i) Identification and disclosure of key risks facing the organization.
- ii) Risk management strategies and frameworks in place.

iii) Regular updates on the status of key risks and mitigation efforts.

iv) Transparency in risk assessment and reporting processes.

#### **4.5.12: Code of Conduct & Whistleblowing Provisions**

Governance practices

The Board should disclose:

i) Clear articulation of the Board's Code of Conduct and ethical standards.

ii) Procedures for whistleblowing and protection of whistleblowers.

iii) Regular training on the Code of Conduct for all Board members and staff.

iv) Transparency in handling and reporting whistleblower cases, ensuring confidentiality and protection.

### **4.6 PERFORMANCE MANAGEMENT**

#### **4.6.1 Broad Governance Statement**

The Board should develop a policy on performance management and ensure its implementation.

#### **4.6.2. Governance Parameters**

##### **4.6.2.1 Board Performance**

Board should establish a performance management Committee which is responsible for overseeing effective and efficient service delivery.

#### **Governance practice**

The Board should:

- i. Put in place a performance management system that is linked to the strategy;
- ii. Provide technical support to the county performance contracting parties;
- iii. Monitoring the performance of contracting parties;
- iv. Building the capacity of the contracting parties on performance contracting;
- v. Identify key performance indicators;
- vi. Set performance targets that will form the basis of performance evaluation;

- vii. Ensure that the performance targets set are Specific, Measurable, Attainable, Realistic and Time bound (SMART);
- viii. Ensure that the performance targets are cascaded to the management and staff through the performance management system;
- ix. Ensure that the performance targets are cascaded to the management and staff through the performance management system;

#### **4.6.2.2 Performance supervision**

The board should ensure officers are equipped with the right tools of work and are supervised effectively.

##### **Governance practice**

The Board should;

- i. Continually monitor performance and identify areas that require improvement;
- ii. Conduct performance appraisals;
- iii. Notify the county bodies on the outcome of the performance appraisal;
- iv. Give recommendations on performance at the end of the performance cycle
- v. Prepare quarterly, mid-year and annual performance reports; and
- vi. Implement the recommendations emanating from the performance Reports.

#### **4.6.2.3 Rewards and Sanctions Scheme**

The board should ensure existence of a scheme that will motivate staff.

##### **Governance practice**

The Board should;

- i. Establish a financial or non-financial reward scheme;

- ii. Establish a performance improvement plan for unsatisfactory performers; and
- iii. Investigate any complaint or grievance relating to performance management.

The Board should automate the performance management to enhance efficiency

## **4.7 COMPLIANCE WITH LAWS AND REGULATIONS**

### **4.7.1 Broad Governance Statements**

The Board should conduct its business affairs in full compliance with all applicable laws, rules and regulations and in line with accepted National and International Standards, as well as, the Internal Policies.

### **4.7.2 Governance parameters**

#### **4.7.2.1 Applicable Laws, Regulations and Standards**

The Board should ensure compliance with all applicable laws, rules, regulations, codes and standards.

#### **Governance practices**

The Board should:

- i. Ensure that laws, rules and regulations which are applicable to the Board are identified, documented and observed; and
- ii. Ensure codes and standards which are applicable to the Board are identified, documented and observed.

#### **4.7.2.2 Compliance Strategy**

The Board should develop a policy on compliance with laws, rules and regulations governing the Board.

#### **Governance practices**

The Board should:

- i. Establish internal procedures and monitoring systems to ensure and promote compliance with applicable laws, rules, regulations and standards.
- ii. Ensure that the compliance strategy is aligned to the operations of the board.

#### **4.7.2.3 Legal Compliance Audit**

The Board should conduct annual legal compliance audit. The purpose of the audit is to assess the extent to which the Board has complied with laws, rules and regulations.

Governance practices

- i. The Board should ensure that a legal compliance audit is carried out yearly, with the objective of establishing the level of adherence to applicable laws, rules, regulations and standards.
- ii. The Board should ensure that the implementation of the recommendations in the legal compliance audit report are carried out.
- iii. The Board should ensure that a comprehensive and independent legal audit is carried out at least once every two years.

### **4.8 STAKEHOLDERS RELATIONSHIPS**

#### **4.8.1 Broad Governance Statements**

The effective management of stakeholder interests creates goodwill, promotes a positive image of the Board and enhances the achievement of corporate goals. In this regard therefore, stakeholder relationships should be managed proactively to ensure the realization of the legitimate interests and expectations of stakeholders and the achievement of corporate objectives

The Boards shall engage meaningfully with stakeholders, including County Governments, County Assemblies, civil society organizations, and the public. Regular consultations, dialogue sessions, and stakeholder engagement forums shall be organized to foster

collaboration, address governance challenges, and promote accountability and transparency within the CPSB.

The Board should recognize the legitimate rights of the stakeholders and develop policies to safeguard those rights.

The Board should establish a dispute resolution mechanism to ensure that disputes are resolved amicably and in a timely manner in order to safeguard the interest of the stakeholders.

### **Governance practice**

The Board should:

- i) Carry out stakeholder mapping;
- ii) Ensure that a policy on the management of stakeholder relationships is developed and implemented;
- iii) Ensure periodic review of the policy for the management of stakeholder relationships; and
- iv) Promote effective communication with stakeholders.
- v) Identify the rights of key stakeholders and ensure that the rights are respected; and
- vi) Take account of the legitimate interests and expectations of its stakeholders in its decision-making.
- vii) Ensure that disputes with and among stakeholders are resolved effectively and expeditiously; and
- viii) Take reasonable steps to encourage stakeholders to resolve their disputes through Alternative Dispute Resolution mechanisms

## **4.9 BOARD PERFORMANCE EVALUATION AND GOVERNANCE AUDIT / MONITORING AND EVALUATION**

### **4.9.1 Governance Statement**

The County Government Boards are committed to continuous improvement through regular performance evaluations and governance audits. This will foster a culture of accountability, transparency, and continuous improvement, ultimately enhancing their governance practices and overall effectiveness.

#### **4.9.2 Board, Committee, Chairman, Secretary, and Individual Member Evaluation**

The Board shall ensure regular evaluation of the Board, its committees, the Chairman, the Secretary, and individual members using standardized evaluation tools developed in collaboration with an independent governance specialist.

##### **Governance practices**

#### **4.9.2.1 Board Evaluation:**

The Board shall:

- i. Conduct annual evaluations focusing on the Board's overall effectiveness, strategic direction, and governance practices.
- ii. Utilize feedback from internal and external stakeholders to inform the evaluation process.

#### **4.9.2.2 Committee Evaluation:**

The Board shall:

Assess the performance of each committee in relation to their defined roles and responsibilities.

Ensure that committee evaluations are aligned with the overall goals and objectives of the Board.

The Board and Committee assessment tool shall cover areas not limited to:

- i. Communication & Stakeholder Management
- ii. Accountability and Risk Management
- iii. Procedure of Board meetings

- iv. Board Structure and Responsibilities
- v. Separation between Board and Management
- vi. Performance Management
- vii. Mandate and Strategy

#### 4.9.2.3 Chairman Evaluation:

The Board shall:

1. Evaluate the Chairman's leadership, effectiveness in facilitating Board meetings, and ability to foster a collaborative Board environment.
2. Gather feedback from Board members and senior management.

The Chairman shall be assessed as to whether he:

- i. Promotes a positive image of the organization.
- ii. Ensures a formal succession plan for Board members and senior management is in place.
- iii. Ensures Board members are Inducted, their skills and competencies are developed, and their performance evaluated
- iv. Effectively chairs meetings of shareholders and stakeholders with firmness and fairness
- v. Effectively delegates tasks amongst Board members and encourages teamwork
- vi. Is available for consultations with Board members and the CEO
- vii. Guides the Board's decision-making process without overly influencing outcomes
- viii. Harnesses the collective skills of the Board and its Committees and encourages Board members to participate fully in the deliberations of the Board.
- ix. Is always well prepared for Board meetings.
- x. Maintains a close but independent working relationship with the CEO.

#### **4.9.2.4 Board Secretary Evaluation:**

The Board shall:

1. Assess the Secretary's efficiency in maintaining Board records, facilitating communication, and supporting governance functions.
2. Include input from Board members and other relevant stakeholders.

The member evaluation shall be done with the following parameters:

##### **As Secretary to the Board**

- i. Board Capacity Building
- ii. Board Advisory Services
- iii. Board Secretariat Services
- iv. Competence

##### **As Head of Secretariat**

- i. Communication & Stakeholder Management
- ii. Strategy
- iii. Board Issues
- iv. Leadership and Governance
- v. Performance
- vi. HR Issues

#### **4.9.2.5 Individual Member Evaluation:**

The Board shall:

1. Evaluate each Board member's contribution, attendance, preparedness, and engagement in Board activities.
2. Use self-assessment tools and peer reviews to ensure comprehensive evaluation.

The member evaluation shall be done with the following parameters:

- i. Personal Attributes

- ii. Preparedness as a Director
- iii. Independence
- iv. Corporate Governance
- v. Strategic Thinking

### **4.9.3 Governance Audit**

#### **4.9.3.1 Governance Statement**

The Board shall ensure:

Governance audits are conducted by a member of the Institute of Certified Public Secretaries of Kenya (ICPSK) in good standing and specifically accredited for that purpose or an accredited governance specialist

The Audit shall cover the following areas not limited to:

- i. Ethical Leadership and strategic management
- ii. Transparency and disclosure
- iii. Compliance with laws and regulations
- iv. Communication with stakeholders
- v. Board independence and governance
- vi. Board policies, systems, practices and procedures
- vii. Consistent shareholder and stakeholder value enhancement
- viii. Corporate social responsibility and investment
- ix. Sustainability/ Environmental, Social and Governance

After the Audit there shall be a comprehensive reporting of audit findings and recommendations for improvement.

#### ***Governance practices***

- i. Schedule regular governance audits, at least once every two years, to evaluate compliance with governance principles and statutory requirements.
- ii. Develop action plans based on audit recommendations and monitor their implementation.
- iii. Ensure transparency by publicly disclosing audit results and actions taken in response to audit findings

#### **4.9.4 Monitoring & Evaluation of Performance of the Boards**

##### **4.9.4.1 Governance Statement**

The Board shall ensure:

1. Continuous monitoring and periodic evaluation of the Boards' performance against defined objectives and key performance indicators (KPIs).
2. Reporting on the outcomes of performance evaluations and subsequent improvements.

##### ***Governance practices***

- i. Establish a robust monitoring and evaluation framework to track the performance of the Boards.
- ii. Utilize both quantitative and qualitative metrics to assess the Boards' effectiveness.
- iii. Engage external evaluators periodically to provide an objective assessment of the Boards' performance.
- iv. Ensure regular feedback loops with stakeholders to incorporate their perspectives in performance evaluations.

## **CHAPTER FIVE**

### **5.0 CAPACITY DEVELOPMENT FOR COUNTY PUBLIC SERVICE**

Capacity development is the process of strengthening skills, knowledge, characters, abilities, processes and resources that organizations and communities require to survive, adapt and thrive in a competitive world. It covers the activities of strategic Human Resource Management (HRM), human capital management, knowledge management, corporate social responsibility, organization development, resourcing (workforce planning, recruitment and selection and talent management), human resource development (learning and development), performance and reward management, employee relations, employee well-being and the provision of employee services.

### **5.2 Objective of capacity development**

The main objective of Capacity development is to strengthen the knowledge, skills and abilities of county public service for enhanced service delivery.

### **5.3 Capacity Development Programmes**

The County Government Act and the County Assemblies Service Board Act mandates CPSBs, CASBs and Heads Human Resource to spearhead the capacity development of public service in the County Government. In the realization of a strong public service, there is need to empower county public service through trainings, sensitizations, benchmarking, enactment of policies and legislations for improved service delivery. The proposed capacity development programmes are designed to address gaps identified in the training needs assessment report for the Counties.

### **5.4 Capacity Development Target**

The capacity development programme will target the following categories in the county public service;

- a) County Boards
- b) County Executive (County Executive Committee Members (CECM), Chief Officers (CO) and County Directors of Human Resource Management
- c) County Assembly (MCAs, Clerk to the Assembly, Speaker, officers in charge of Finance and heads of Human Resource Management)
- d) Urban areas and cities management
- e) County corporation's management

### **5.5 Capacity Development Thematic Areas**

The thematic areas to be covered during the programme will broadly include;

- i. The legal framework on for County public service
- ii. Understanding roles and functions of government institutions.
- iii. National and Public Service Values and Principles
- iv. Good governance and leadership in counties.
- v. Human Resource Management
- vi. Strategic management
- vii. Leveraging Information and Communication Technology (ICT) in counties

- viii. County Records and knowledge Management.
- ix. Performance Management for Effective Service Delivery
- x. Effective Communication for Service Delivery
- xi. Records and knowledge management

## **5.6 Capacity Development Actors**

The main actors in the implementation of capacity development programmes will include;

- i. State Department for Devolution (SDD)
- ii. Intergovernmental Relations Technical Committee (IGRTC)
- iii. County Governments (CGs)
- iv. Council of Governors (COG)
- v. Public Service Commission (PSC)
- vi. The Ministry/Government Agency responsible for Public Service
- vii. Kenya School of Government (KSG)
- viii. County Assemblies Forum (CAF)
- ix. Centre for parliamentary studies and training (CPST)

## **5.7 Capacity Development Programs**

The proposed training programme outlined in Table 1 are recommended interventions for addressing the identified training gaps.



TABLE 1: TRAINING PROGRAMME FOR COUNTY PUBLIC SERVICE				
S/No.	Key intervention area	Training units	Target groups	Actors
1	Induction of County Public Service & County Assembly within three (3) months on assumption of office. (Scheduled Quarterly inductions)	<ul style="list-style-type: none"> <li>i. Corporate Governance for enhancement of Boards Performance</li> <li>ii. Understanding roles and functions of the Board.</li> <li>iii. National and Public Service Values and Principles</li> <li>iv. Employee Resourcing (workforce planning, recruitment and selection and talent management)</li> <li>v. Performance Management for Effective Service Delivery</li> <li>vi. Effective Communication for Service Delivery</li> <li>vii. Disciplinary control</li> <li>viii. Code of Conduct and Disciplinary Control for Public Officers</li> <li>ix. Records and knowledge management</li> </ul>	County Public Service Board Members (CPSB) , County Secretaries, County Assembly Service Board(CASBs) Members, Heads of Human Resource Management	<p>SDD – Lead Actor</p> <p><i>Collaborators</i></p> <p>IGRTC</p> <p>Boards</p> <p>COG</p> <p>PSC</p> <p>SDPS</p> <p>CGs</p> <p>CAF</p> <p>CPST</p>

TABLE 1: TRAINING PROGRAMME FOR COUNTY PUBLIC SERVICE				
S/No.	Key intervention area	Training units	Target groups	Actors
2	Develop a comprehensive training programs focused on interpreting and applying relevant legislation, with emphasis on addressing ambiguities, gaps, and conflicting interpretations.	<ul style="list-style-type: none"> <li>i. Constitution of Kenya</li> <li>ii. Devolution deepening Legal Framework</li> <li>iii. Understanding roles and functions of the Boards.</li> <li>iv. Policy, Legal Framework of Human Resource Management in Public Service</li> <li>v. Corporate Governance for enhancement of Boards Performance</li> </ul>	County Public Service Board Members (CPSB) , County Secretaries, County Assembly Service Board(CASB) Members, Heads of Human Resource Management	<p>SDD – Lead Actor</p> <p><i>Collaborators</i></p> <p>IGRTC</p> <p>COG</p> <p>PSC</p> <p>SDPS</p> <p>CGs</p> <p>CAF</p> <p>CPST</p>
3	Conduct capacity-building workshops and training sessions on budgetary management, focusing on budget preparation, implementation, monitoring, and aligning budget allocation with human resource needs and service delivery.	<ul style="list-style-type: none"> <li>i. Training on the PFM Act, 2012 and Regulation.</li> <li>ii. Budgetary Control training for non-finance professionals</li> <li>iii. Monitoring and Evaluation on human resource management.</li> </ul>	County Public Service Board Members (CPSB) , County Secretaries, County Assembly Service Board(CASB) Members, Heads of Human Resource Management	<p>SDD – Lead Actor</p> <p><i>Collaborators</i></p> <p>NT</p> <p>IGRTC</p> <p>COG</p> <p>PSC</p> <p>SDPS</p>

TABLE 1: TRAINING PROGRAMME FOR COUNTY PUBLIC SERVICE				
S/No.	Key intervention area	Training units	Target groups	Actors
				CGs CAF CPST
4	Develop a tailored made capacity-building programs to continuously address specific skill and competency needs.	<ul style="list-style-type: none"> <li>i. Strategic management</li> <li>ii. Human resource management</li> <li>iii. Financial management</li> <li>iv. Communication skills</li> <li>v. Time management</li> <li>vi. Leadership</li> <li>vii. Teamwork</li> <li>viii. Negotiation and conflict management</li> <li>ix. Emotional intelligence</li> <li>x. Policy development and implementation</li> <li>xi. Succession Management</li> <li>xii. Performance and productivity</li> <li>xiii. Risk management.</li> <li>xiv. Records and Knowledge management.</li> </ul>	County Public Service Board Members (CPSB) , County Secretaries, County Assembly Service Board(CASB) Members, Heads of Human Resource Management	SDD – Lead Actor <i>Collaborators</i> KSG Centre for Parliamentary Studies & Training IGRTC COG PSC SDPS CGs CAF

TABLE 1: TRAINING PROGRAMME FOR COUNTY PUBLIC SERVICE				
S/No.	Key intervention area	Training units	Target groups	Actors
5	Promote knowledge-sharing and best practice exchange among board members from different counties to foster continuous learning and improvement.	<ul style="list-style-type: none"> <li>i. Training on Integrated Knowledge Management System.</li> <li>ii. Intergovernmental, inter-county and intra-county peer to peer learning</li> <li>iii. Knowledge sharing platform.</li> </ul>	County Public Service Board Members (CPSB) , County Secretaries, County Assembly Service Board(CASB) Members, Heads of Human Resource Management	SDD – Lead Actor <i>Collaborators</i> IGRTC COG PSC SDPS CGs CAF
6	Develop Continuous Annual training programme to enhance the effectiveness and efficiency of members in service delivery.	<ul style="list-style-type: none"> <li>i. Strategic Leadership development programme</li> <li>ii. Industrial Relation/Labour Relations</li> <li>iii. Succession Management Strategy for Public Service</li> <li>iv. Change Management</li> <li>v. Emerging Issues in Human Resource Management</li> <li>vi. Employees Wellness</li> <li>vii. Management in Public Service</li> </ul>	County Public Service Board Members (CPSB) , County Secretaries, County Assembly Service Board(CASB) Members, Heads of Human Resource Management	SDD – Lead Actor <i>Collaborators</i> IGRTC COG PSC KSG SDPS CGs

TABLE 1: TRAINING PROGRAMME FOR COUNTY PUBLIC SERVICE				
S/No.	Key intervention area	Training units	Target groups	Actors
		<ul style="list-style-type: none"> <li>viii. Structures of Government, Protocol and Etiquette</li> <li>ix. Disposal of Public Records and Assets</li> <li>x. County Appeals (CPSB, CAPSB, and PSC).</li> </ul>		CAF

## **5.8 PREREQUISITES FOR CAPACITY DEVELOPMENT**

### **5.8.1 Training Needs Assessment**

Training Needs Assessment (TNA) is a systematic process of identifying gaps in the performance, based on an analysis of the desired performance and the actual performance observed. A comprehensive TNA gives priority areas for long- and short-term training. TNAs help to determine the current skill levels and competencies of employees and identify metrics to measure the success of training programs. CPSBs and CABs are required to carry out training needs assessments after every three (3) years and as when need arises.

The process of carrying out TNA includes;

- i. Designing of a self-assessment tool
- ii. Self-assessment – county public service employees are required to submit training needs,
- iii. Training needs report is developed and approved
- iv. Implementation of the Training Needs report

### **5.8.2 Training Work plan and budget**

In compliance with National Training Institute Authority (NITA) Act, the County Governments are required to set aside 2% of their budgetary allocation for training and development. County Executive in collaboration with County Assembly have a responsibility to ensure that Counties comply with this legal requirement. CASB in collaboration with County Assembly have a responsibility to ensure that Counties comply with this legal requirement.

County Governments are required to have training projections for every financial year. Capacity development programmes are required to be aligned to the County Integrated Development Plans (CIDPs) to meet the strategic objectives of the respective County Government

This is to ensure provision of required financial resources for capacity building in the approved budget estimates for the respective financial year.

### **5.8.3 Training Impact Assessment**

Training impact assessment is the process of evaluating the effectiveness of training programs in achieving desired outcomes by identifying areas of improvement, determining Return on Investment, improving training effectiveness, and enhancing employee performance.

The Boards are required to conduct annual impact assessment of the capacity building programs implemented. The impact assessment is supposed to check the effectiveness of the capacity development interventions on service delivery.

### **5.9 Development of Policies, Procedures & Guidelines**

One of the recommendations in capacity building gap analysis for County Governments was to establish clear policies, procedures, and guidelines for human resource management practices, including organizational structure, staff establishment, audits, transfers, succession management, wage bill management, and handling employee grievances and indiscipline.

Standardized domestication of Public Service Commission Human Resource Policies & Procedures Manual, 2016, Circulars and Guidelines issued from time to time by SRC, PSC, SDPS on human resource management practices by all the County Governments.

The SDD in collaboration with the IGRTC, COG, SDPS, PSC, CGs & CAF to develop standardized human resource management policies, procedures & guidelines.

### **5.10 Undertaking Exchange Programmes Between National and County Government, Inter- County Government & Intra- County Government**

Capacity development through exchange programmes between National and County Government, Inter- County Government & Intra- County Government will enhance effective service delivery.

Collaboration and support by facilitating benchmarking, open communication channels, organizing joint training sessions, and fostering teamwork between CPSBs, CASBs, County Executives, and County Assemblies to promote sharing of best practice. Further, exchange programmes enhances capacity through mentorship and coaching.

The SDD in collaboration with the IGRTC, COG, SDPS, PSC, CGs & CAF to develop guidelines for the exchange programmes. SDD and partners to establish a joint sector forum for CPSBs, CASBs & County Secretaries.

### **5.11 Development of Monitoring & Evaluation on HRM**

The CPSBs and CASBs are mandated to ensure compliance of the County executives in management of their respective public service. It has been established that there is lack of uniformity among the Counties in monitoring and evaluating levels of compliance.

The Boards are therefore required to conduct periodic reviews and assessments to monitor progress, identify challenges, emerging issues, and develop capacity-building programs accordingly.

The SDD in collaboration with the IGRTC, COG, SDPS, PSC, NT, CGs CAF & KIPPRA to develop monitoring and evaluation tools that support County Government to implement

### **5.11 Records and Knowledge Management**

ISO 15489:2001 standards defines records management an efficient and systematic control of the creation, receipt, maintenance, use and disposition of records. Records and information are corporate resources and hence should be managed prudentially. The county government in pursuit of its vision, mission and objectives, creates, receives and maintains records which documents the functions, activities and transaction carried out by the entire County Public Service.

County Government are required to put in place robust knowledge management system through digitalization for storage of tacit knowledge and best practices in the sector. This will ensure continuous service delivery during the transition period in public service.

To ensure continuity of the Board function appointments of Board members in CPSBs and CASBs should be staggered through having different intervals in start and end terms of the members employment contracts.

The SDD in collaboration with the IGRTC, COG, SDPS, CGs CAF, SDC&NH & MoICT to develop integrated knowledge management system and support County Government to implement.

## Chapter 6: Organizational and Institutional Framework

### Stakeholder, Roles and Responsibilities

The following are the key stakeholder and description of their roles and responsibilities.

Stakeholders	Stakeholders roles and responsibility
County Government	Adopt and implement the framework
County public Service Boards	
County Assembly Service Board	
City and Municipalities board	
National Ministries, Department, and Agencies	Provide policy direction in the context of their mandate and National Agenda Offer Capacity and Technical Support specific to their mandates.
Constitution Commissions and Independent Offices(PSC, SRC, OAG	Enhance Governance and accountability in the context of their mandate and National Agenda Offer Capacity and Technical Support specific to their mandates.
Development Partners	Offer technical support Support the framework implementation
Academia	Research Support to the framework

## **IMPLEMENTATION COMMITTEES**

The framework shall be implemented through the following committees;

### **Steering Committee (SC)**

The Steering Committee shall provide overall policy direction and leadership in the implementation of the framework and consider recommendations from the National Technical Committee.

The membership of the committee shall comprise of: - the Cabinet Secretary responsible for intergovernmental relations; the Cabinet Secretary responsible for; the National Treasury and public service, the Chairperson for the Council of County Governors (CoG); Chairperson of the Intergovernmental Relations Technical Committee (IGRTC), and any other member co-opted on need basis.

This committee will be co-chaired by the Cabinet Secretary responsible for intergovernmental relations and the Chairperson for the Council of County Governors (CoG). The Principal Secretary for State Department responsible for Intergovernmental Relations will be the secretary to the Steering Committee.

The committee will meet at least twice a year.

### **National Technical Committee (NTC)**

The NTC will be responsible to the SC and members will comprise of Principal Secretaries responsible for; Intergovernmental Relations, The National Treasury, Public Service, Urban development, Performance Management, the Chief Executive Officers for; SRC, COG, IGRTC, and any other members co-opted on need basis.

The NTC will be chaired by the Principal Secretary State Department responsible for Intergovernmental Relations.

### **The roles and responsibilities of the NTC are;**

- a) Implement and review the Capacity support activities on behalf of the steering committees on a regular basis;

- b) Promote the exchange of views, experiences, research and best practices, and facilitate improved co-operation among National, County, the private sector, Development Partners and academia;
- c) Enhance communication and engagement with Development Partners and other stakeholders in supporting implementation of the framework.
- d) Provide guidance to the MDAs, and county governments with regard to the development and review of Standard Operating Procedures;
- e) Monitor, evaluate, and report on implementation of the framework;

The State Department responsible for intergovernmental relations shall offer secretariat services for steering and national coordination committees

### **County Technical Coordination Committee (CTCC)**

The County Government Technical Coordination Committee (CTC) will facilitate the and ensure the implementation of the framework. Members of the committee shall comprise of Chair County Public Service Board, County Secretary, County Assembly Clerk, and CECM for Public Service Administration and Management, CECM - Finance, town/city managers, Secretary - County Public Service Board, and any other representatives who may be co-opted for specific meetings and issues. The chair County Public Service Board County secretary shall be the chairperson of the committee and chief officer -public service department will offer secretariat services.

### **The roles and responsibilities of the CTC will be to;**

- a) Develop work plans and budgets as recommended by the SC
- b) Provide necessary information to the National Technical Committee and the Secretariat
- c) Coordinate implementation and monitoring of recommendations from the SC
- d) Participate in intergovernmental consultations organized from time to time
- e) Promote Peer to peer learning
- f) Mobilize resources for capacity building for county Public service
- g) Monitor, evaluate, and report on the implementation of Capacity Support activities.

## **FUNDING OF THE FRAMEWORK**

(Financing the structures in the framework and addressing financial flow) source of funding;

1. Each stakeholder will mobilize funds for financing the operations of the structures created in this framework
2. The National Government shall allocate funds for capacity building through appropriate programmes. The Allocations may include allocation of conditional grants for the implementation of the components of the framework.
3. A County Government may review, if it deems it necessary, its budget to accommodate initiatives of the framework.

## **Chapter 7: Monitoring and Evaluation**

The monitoring and evaluation of the public service management framework shall be done at both National and county level through National Technical committee (NTC) and County Technical Coordination committee (CTCC)

The M&E system for the framework will accomplish the following:

- i. Measure the results, outputs and outcome of the public service management framework
- ii. Ensure efficient and effective use of resources
- iii. Facilitate reporting on implementation of Framework.
- iv. Document lessons and challenges learnt from the implementation of the framework.

### **EVALUATION CYCLE**

Midterm evaluation: after three years of implementation of the framework a midterm evaluation to established progress made in the implementation of the framework will be undertaken. This will be an assessment of the experience gained; lessons learnt, in terms of results and approaches, measurements of improvements or changes in the design indicators.

End term evaluation: at the end of implementation period (5 Yrs) an evaluation to assess whether the framework objectives were realized will be undertaken

### **Reporting**

- a) Bi-annual monitoring reports submitted every six months by County Government Technical Committee (CTC) to the County Public Service Boards

## Annexures

## **ANNEXURES**

### **1. BOARD CHARTER**

#### **A. INTRODUCTION**

This Board Charter (the “Charter”) defines the Board’s roles and responsibilities as well as functions and structures in a way that supports the members in carrying out their strategic oversight function. It provides the Board members with an opportunity to think creatively and critically about how their strategic and operational plans align with the Board’s strategic direction and expectations with respect to governance.

The Charter will help the Board in directing the Board to maximize long term value of services provided for all stakeholders. It is therefore imperative for the Board members to understand their individual and collective roles with the purpose of helping the Board fulfil its mandate.

The Charter is complementary to the requirements regarding the Board and Board members contained in applicable Kenyan laws and regulations. In particular, the principles and policies contained in the Charter are in addition to and are not intended to change or interpret any statute law or regulation.

The Board will review this Charter at least annually and, if appropriate, revise this Charter from time to time. This Charter is available to all members of the Board for application and is posted on the website for the information of stakeholders.

#### **B. STATEMENT ON GOOD GOVERNANCE**

The Board has adopted high standards and applies strict rules of conduct, based on the best corporate practices. As part of this commitment, the Board has adhered to good corporate governance by embracing the following principles:

1. To observe high standards of ethical and moral behavior.
2. To act in the best interests of the Board.
3. To recognize the legitimate interests of all stakeholders.
4. To ensure that the Board acts as a good corporate citizen.

In general, the Board members shall act in the best interest of the Board and uphold their fiduciary responsibilities and duty of care. This involves not disclosing confidential information, avoiding real and perceived conflicts of interest, and favouring the interests

of the Board over the other interests. They will act honestly and in good faith that will help to create a culture built on principles of integrity, accountability and transparency.

### **C. GUIDING PRINCIPLES**

In line with Section 3 of the Leadership and Integrity Act No. 19 of 2012 of the Laws of Kenya, the Board members shall respect the values, principles and the requirements of the Constitution, including:

1. the national values and principles provided for under Article 10 of the Constitution;
2. the rights and fundamental freedoms provided for under Chapter Four of the Constitution;
3. the responsibilities of leadership provided for under Article 73 of the Constitution;
4. the principles governing the conduct of State officers provided for under Article 75 of the Constitution;
5. the educational, ethical and moral requirements in accordance with Article 99 (1) (b) and 193 (1)(b) of the Constitution;
6. in the case of County governments, the objectives of devolution provided for under Article 174 of the Constitution; and
7. in so far as is relevant, the values and principles of Public Service as provided for under Article 232 of the Constitution.

### **D. THE COUNTY PUBLIC SERVICE BOARD**

The Board is expected to provide strategic direction, exercise control and remain accountable through effective leadership, enterprise, integrity and good judgment. It should be diverse in its composition, independent but flexible, pragmatic, objective and focused on balanced and sustainable performance.

#### **1. Board Composition**

The Board should ensure that:

- (a) Its members can act critically and independently of one another.
- (b) Each Board member understands the broad outline of the Board policies.
- (c) Each Board member is in good standing professionally and has sufficient expertise to perform his or her role as a Board member within the Board profile.
- (d) At least one member is a financial expert, meaning that he or she has expertise in financial administration and accounting.

The Board, in consultation with the committee responsible for governance, will prepare, taking into consideration the nature of the Board mandate, a profile of its size, composition and member's expertise for stakeholder information.

## **2. Independence of Board Members**

Board members should be independent upon appointment and maintain their independence during their term of service on the Board.

## **3. Term Limits**

Board members hold office for a non-renewable term of six years.

The staggering of Board appointments is recommended so that the respective expiry dates of the member's terms fall at different times to ensure continuity and insight into the Board and its operations.

## **4. Resignation from the Board**

A Board member may resign at any time by giving notice in writing to the Governor.

The resignation shall take effect upon receipt of notice by the Governor or at any later time specified therein; and unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

## **5. Chairperson of the Board**

The Chairperson of the Board is primarily responsible for the activities of the Board and its committees. The role of the Chairperson includes approving the agenda for board meetings, chairing the meetings and ensuring that a record of proceedings of all Board activities is kept.

The Chairperson ensures that:

- (a) The Board satisfies its duties and responsibilities;
- (b) Board members when appointed participate in an induction programme and are thereafter continually developed based on identified development needs;
- (c) Board members receive all information required for them to perform their duties;
- (d) The Board develops and adheres to an annual work plan;
- (e) The Board has sufficient time for consultation and decision-making;
- (f) The Board constitutes committees and that the committees function properly;
- (g) The performance of the Board, Board members, and the Secretary is evaluated annually;
- (h) Problems relating to the performance of individual Board members are addressed;

- (i) Internal disputes and conflicts of interest concerning individual Board members are addressed; and
- (j) The Board has appropriate contact with the Management.

## **6. Relationship Between Board and Management**

The Board and Management should execute their mandate in an environment of mutual trust and respect having regard to the principles of good governance. In this regard, the Board shall provide clear and distinct lines of responsibility and accountability; and maintain effective channels of communication.

## **7. Committees of the Board**

To effectively discharge its mandate, the Board shall establish committees with specific terms of reference.

The Board shall appoint into committees members with requisite skills and competence to discharge their responsibility. In the event that a committee lacks specific skills within its membership, the Board may co-opt skilled non-Board members to serve on the committee, provided that the chair of a committee shall not be a co-opted member or the Chairperson of the Board. The Board may, from time to time, rotate Board members between the committees.

The Board remains collectively responsible for the decisions and actions taken by any committee. A committee may only perform the tasks delegated to it by the Board and may not exceed the authority or powers of the Board.

The Chairperson of each committee, in consultation with the Board, will determine the frequency of committee meetings as is necessary to fulfill their functions. The Chairperson of each committee, in consultation with management, will develop the committee's agenda. The Board will however determine the procedure and process within which committees may take independent professional advice at the Board's expense.

The committees will promptly report to the Board the actions it has taken for ratification and of major developments of which it becomes aware. The Board shall, as set out in the terms of reference of the respective committees, receive a report of the committee's findings and actions.

The Board has established committees.

## **E. PRACTICES OF THE BOARD**

### **1. Board Responsibilities**

The basic responsibility of the Board members is to exercise their best judgment and to act in a manner that they reasonably believe to be in the best interest of the Board and its stakeholders. In discharging that obligation, the members should be entitled to rely on the honesty and integrity of the management, staff and its external professional advisors and auditors.

## **2. Duties of Individual Board Members**

Each Board member shall:

- (a) Exercise the highest degree of care, skill and diligence in discharging their duties.
- (b) Act in the best interest of the CPSB and not for any other purpose.
- (c) Act honestly at all times and must not place themselves in a situation where their personal interests conflict with those of the Board.
- (d) Exercise independent judgment.
- (e) Devote sufficient time to carry out their responsibilities, regularly update their knowledge and enhance their skills.
- (f) Promote and protect the image of the Board.
- (g) Owe the Board the duty to hold in confidence all information available to them by virtue of their position as a Board member.

## **3. Principles of Public Service**

The Board in performing its functions shall be guided by the principles of Public Service as provided in Chapter Thirteen of the Constitution of Kenya, which include:

- (a) high standards of professional ethics;
- (b) efficient, effective and economic use of resources;
- (c) responsive, prompt, effective, impartial and equitable provision of services;
- (d) involvement of the people in policy making;
- (e) accountability for administrative acts;
- (f) transparent and timely provision to the public of accurate information;
- (g) fair competition and merit as the basis of appointments and promotions;
- (h) representation of Kenya's diverse communities; and
- (i) affording adequate and equal opportunities for appointment, training and advancement, at all levels of public service, of men and women, members of all ethnic groups and persons with disabilities.

## **4. Board and Committee Meetings**

Board meetings will be held at least four (4) times a year, and special meetings will be called as necessary. A schedule of dates of the meetings will be agreed upon by the Board members and set out in the Board work plan. Notices of the location and the timing of

meetings will be issued prior to the meetings. The Board work plan may be adjusted if deemed necessary by the Chairperson.

The quorum for a Board meeting will be not less than five (5) members and for a Board committee meeting not less than three (3) members. Board members are expected to attend Board meetings and meetings of the committees on which they serve.

The Chairperson, Secretary or Committee Chairpersons may from time to time invite senior managers, other employees and advisors to attend Board or Committee meetings whenever deemed appropriate.

The Board should set aside adequate time, annually, to discuss strategy and policy matters.

## **5. Notice and Agenda for Meetings**

Notice and agenda of Board and committee meetings will issue from the Secretary in consultation with the Chairperson of the Board or relevant committee. Each Board member is free to suggest the inclusion of items on the agenda by providing notice to the Chairperson at least fourteen (14) days' prior to the meeting, to enable preparation. Additional agenda items may be included in the agenda during the meeting subject to unanimous approval by the Board or the committee.

Save for the additional agenda items, the agenda for the meetings will be aligned to the Board work plan which will establish a schedule of agenda subjects to be discussed during the year to the degree this can be foreseen.

Except for urgent cases, as determined by the Chairperson, detailed agenda accompanied by relevant supporting documents and recommendations will be provided to the Board members at least five (5) days prior to meeting. Board members should review these materials in advance of the meeting to enhance effectiveness.

## **6. Venue of Meetings**

Board and committee meetings are generally held at the CPSB offices but may also take place elsewhere with relevant approvals. The time and venue of the meetings should be clearly communicated in the notice for the meeting.

In addition, meetings of the Board or committees may be held by conference call, video conference or by any other means of communication, provided that all members have been given prior notification and they can communicate with each other simultaneously.

## **7. Attendance of Meetings**

A Board member who is unable to attend a meeting will explain their absence from the Chairperson and notify the Secretary for the purpose of recording the apology. A Board member who misses three (3) consecutive meetings shall be required to explain such absence to the Chairperson and if unable to commit the time for future attendance, to tender their resignation to the appointing authority.

Admission to a meeting of persons other than the Board members, or (if invited) other members of the senior management, shall be decided by the Board members present at the meeting.

## **8. Procedure of Meetings**

### *(a) Chairing of Meetings*

Board meetings shall be chaired by the Chairperson of the Board or in the case of a committee meeting, the Chairperson of that committee. In the absence of the Chairperson, one of the Board members designated by the Board members present at the meeting, will chair.

### *(b) Constitution of the Meeting*

The Board meeting will be constituted in accordance with constitutive documents and shall include a confirmation that there is quorum for the meeting to proceed and recording of attendance.

### *(c) Protocol of Board Meetings*

The Chairperson, having ensured that the meeting is properly constituted, will also ensure that at an appropriate time during the meeting, the minutes of the previous meeting are confirmed and matters arising therefrom handled.

A special meeting of the Board or Board Committee will not discuss any matter other than that specified in the agenda.

The conduct of Board meetings may also be undertaken through tele/ video conferencing, in the case where some of the participants will not be physically present. The following guiding principles shall apply:

The Secretary should ensure that the constitutive documents allows for tele/video conferencing;

- (i) The Secretary shall ensure that the necessary arrangements are in place to facilitate effective and secure communication during the meeting.
- (ii) On sending out the notice of the meeting, the Secretary shall also confirm whether each Board member or participant will attend physically or through tele/video conferencing.
- (iii) At the start of the scheduled meeting and for the purpose of confirming quorum, a record of attendance shall be taken during which each Board member or participant will clearly state, for the record, their full name, location, type of device being used and give confirmation that they can clearly hear the others.
- (iv) All Board members or participants shall identify themselves for the record before speaking and must confirm that they can clearly hear and/or see each other in the course of the meeting.

(v) If a statement of a Board member or participant in the meeting via tele/video conferencing is interrupted or garbled, the Chairperson shall request for a repeat or reiteration.

(vi) The Chairperson should ensure that resolutions are clarified for record purposes.

(vii) The Chairperson should ensure that the agenda is suitable for tele/video conferencing.

*(d) Decision Making.*

The Board members, with the guidance of the Chairperson, should work toward unanimously adopting resolutions. However, Board members are entitled to voice dissenting opinions and have these recorded in the minutes when unanimity cannot be reached.

Resolutions of the Board will be made at Board meetings or approved in writing by circulation, provided that in respect to the latter the proposed resolution is submitted to all Board members and none of them objects to this form of adoption. Approval of resolutions by circulation shall be effected in writing by all Board members. Objection to this method of adoption or to the proposed resolution should also be in writing.

*(e) Resolutions and Minutes*

Minutes must be drawn up for every Board and committee meeting with resolutions highlighted therein. The minutes should be circulated to the Board members as soon as possible after the meeting. Upon confirmation, the minutes should be signed by the Chairperson and added to the records of the Board. Substantial corrections to previous minutes will be recorded in the minutes of the meeting where the corrections are made and adopted by the Board members. Urgent resolutions may be drawn up and signed immediately in the relevant meeting.

*(f) Implementation of Resolutions*

Generally, the Board delegates to the Secretary responsibility to implement the resolutions of the Board. The Secretary may delegate some of these responsibilities to senior management. The Board is responsible for monitoring the implementation of the resolutions.

## **9. Liability of Board Members**

A Board member shall not be liable for any act done in good faith in carrying out duties and responsibilities in the Board. However there is no limitation of liability for negligence or breach of the member's duty of care to the Board or its stakeholders, or for acts or omissions not in good faith, or which involve intentional misconduct or violation of the law.

## **10. Conflict of Interest**

A conflict of interest may arise where a Board member or close family member such as a spouse, child, parent or sibling has private interests that could improperly influence the performance of the Board member's official duties and responsibilities. Conflict may also arise where a Board member uses their office for personal gain.

Board members are required to avoid conflict of interest and deal at arms-length in any matter that relates to the Board. However, a Board member who identifies an area of conflict shall be required to disclose any actual or potential conflict of interest to the Board. In so reporting, the Board member is required to provide all relevant information, including information which relates to their immediate family members by blood or marriage which is related to the area of conflict. When declared, the Board member shall abstain from decisions where the conflict exists.

The Secretary should keep a record of conflicts of interest declared, for accountability purposes, and as a rule of good practice on appointment and on regular intervals or at any time when circumstances change, all members shall in good faith disclose to the Board for recording any other business or interest likely to create a potential conflict of interest.

### **11. Independent Advisors**

Board members may individually and collectively seek independent advice in connection with their duties in the Board as and when required. Independent professional advice for the purposes of this Charter shall include legal advice, advice on matters of governance, the advice of accountants and other professional financial advisers on matters of law, accounting and other regulatory matters but shall exclude advice concerning the personal interests of the member concerned such as matters relating to their appointment or disputes with the Board.

### **12. Board Induction and Continuous Skills Development**

The Board will provide new Board members with an effective induction programme in order to familiarize them with their responsibilities as members under the law, general principles of corporate governance and Board practices. The induction programme will also provide the Board member with an orientation of the Board, strategic plans, financial status and policies, risk management, compliance programmes and Code of Conduct and Ethics.

The Board will ensure that a competence needs assessment is carried out periodically and an annual development plan prepared to address identified gaps. In this regard, Board members will be provided with access to, or notice of, continuing development programs that are designed to keep members abreast of the latest developments in sector best practice, corporate governance and critical issues relating to the operation of public sector boards.

The Board will satisfy itself that its members are up to date with continuous professional development in their respective professional bodies and certified by an accredited body within six months of their appointment.

### **13. Board Performance**

The Board will conduct performance evaluation annually to determine whether it and its committees are functioning effectively. This evaluation will be carried out in accordance with the Board Evaluation Tool.

The Board evaluation provides an opportunity for Board members to identify strengths, collective skills gaps and individual areas of improvement. The Board will also review the performance of each committee against the agreed Terms of Reference.

### **14. Board and Management Succession**

The Board will put in place a succession plan for both the Board and management and review the same regularly.

### **15. Governance Audit**

The Board should ensure that a governance audit of the Board is undertaken on an annual basis. The purpose of the governance audit is to ensure that the Board conforms to the highest standards of good governance. The governance audit should cover the following parameters among others:

- (a) Leadership and strategic management;
- (b) Transparency and Disclosure;
- (c) Compliance with Laws and Regulations;
- (d) Communication with stakeholders;
- (e) Board independence and governance;
- (f) Board systems and procedures;
- (g) Consistent stakeholders' value enhancement; and
- (h) Corporate social responsibility and investment.

---

This Board Charter is Effective from \_\_\_\_\_ day of \_\_\_\_\_,

Signed:

\_\_\_\_\_  
Chairperson

## **ANNEXURE II**

### **2. CODE OF CONDUCT AND ETHICS**

#### **1. Background**

##### **1.1 Introduction**

The Code of Conduct and Ethics focuses on ethical conduct and integrity at the workplace. It defines the CPSBs commitment to the highest standards of behaviour as they contribute to the achievement of the national development goals.

The Code sets out expectations for individual behavior necessary to meet these standards and includes requirements and guidance to help you to carry out your role with integrity and in compliance with the law.

The Code cannot cover everything, it is essential that you understand applicable laws and detailed policies that are relevant to your area of work. It is also important that the Code is not used as a substitute for the good judgment which the CPSB expects all its Board members and employees working for the County to exercise at all times.

##### **1.2. Objective**

By exemplifying the ethical behaviours and corporate values described in the Code, Counties will continue to uphold Article 10 of the Constitution of Kenya on National Values and Principles of Governance and Chapter 6 on Leadership and Integrity.

##### **1.3. Application**

This Code applies to everyone in the County– every Board member and employee – and also to contract staff. Adherence to the values in this Code is a condition of Board appointment or employment of staff.

A breach of this Code, will result in disciplinary measures being taken, including separation from the CPSB.

#### **2. Values**

##### **2.1 Respect for People**

Board members and employees are entitled to work in an environment in which people are treated with respect. Board members and employees must therefore avoid actions or behaviours that are or could be viewed as harassment and are required to treat all people with respect, dignity and fairness.

##### **2.2 Integrity**

Board members and employees are expected to act with integrity by consistently upholding the highest standards of honesty and truthfulness. They should not use their positions to inappropriately obtain an advantage for themselves or to advantage or disadvantage others; and should take all possible steps to prevent and resolve any real,

apparent or potential conflicts of interest between their official responsibilities and their private affairs.

### **2.3 Transparency and Accountability**

Transparency of operations, planning and reporting and a clear accountability framework are fundamental principles that underlie good governance. It is expected that Board members and employees will work together in a spirit of openness, honesty and transparency. This will encourage engagement, collaboration and respectful communication.

### **2.4 Stewardship**

Every Board member and employee is responsible for using appropriately the assets entrusted to them. They are responsible for safeguarding the assets against waste, loss, damage, misuse, theft, misappropriation or infringement, in order to protect their value.

All transactions of the Board must be reflected accurately and fairly in the books of accounts. Falsification of asset records or misrepresentation of facts will constitute fraud.

### **2.5 Excellence**

Board members and employees shall demonstrate excellence by providing fair, timely, efficient and effective services to the public. They should exercise high levels of discipline and commitment in the performance of their duties. They are also required to continually improve the quality of policies, programs and services by fostering a work environment that promotes teamwork, learning and innovation.

## **3. Conflict of Interest**

Board members and employees must avoid conflicts of interest between their private activities and their part in the conduct of the Board business.

A conflict of interest may arise where a Board member, employee or close family member such as a spouse, child, parent or sibling has private interests that could improperly influence the performance of the Board member or employee's official duties and responsibilities. Conflict may also arise where a Board member or employee uses their office for personal gain.

A *real* conflict of interest exists at the present time, an *apparent* conflict of interest could be perceived by a reasonable observer to exist, whether or not it is the case, and a *potential* conflict of interest could reasonably be foreseen to exist in the future.

A *conflict of duty* arises, not because of an employee's private interests, but as a result of one or more concurrent or competing official roles. For example, these roles could include the employee's primary employment and his or her responsibilities in an outside role that forms part of their official duties, such as an appointment to the board, or other outside function.

### **3.1 Prevention of Conflict of Interest**

Board members and employees maintain public confidence in the objectivity of their service by preventing and avoiding situations that could give the appearance of a conflict of interest or result in a potential or actual conflict of interest. In addition, Board members and employees are required to observe any specific conduct requirements contained in the statutes governing ethical behaviour and their profession, where applicable.

It is not possible to foresee every situation that could give rise to real, apparent or potential conflict of interest, however, where conflict arises, the Board member or employee should:

- (a) Excuse themselves, or anyone who works for them, from any decision-making that may create a conflict of interest with their private interests.
- (b) Disclose in writing to the relevant authority the facts and explain the circumstances that create or could create the conflict of interest.
- (c) Seek guidance from the immediate authority.
- (d) Seek additional legal or financial guidance if you are a Board member.
- (e) Conduct your relationship with contractors and suppliers in a professional, impartial and competitive manner.
- (f) Refrain from the direct or indirect use of, or allowing the direct or indirect use of Board property, for anything other than officially approved activities
- (g) Maintain the impartiality of the public service and not engage in any outside or political activities that impair or could be seen to impair their ability to perform their duties in an objective or impartial manner.
- (h) Be aware that the acceptance of any offer of future employment including consultancy or directorship with a contractor, supplier, customer or business partner constitutes a potential conflict of interest.
- (i) Ensure that concurrent outside appointments, such as to a board, are managed appropriately and that any resulting conflicts of duties are resolved in the public interest.
- (j) Declare to the relevant authority, a benefit or income received either directly or indirectly from a contract with external parties on contractual or other arrangements. The relevant authority will determine whether the arrangement presents a real, apparent or potential conflict of interest, and may require that the contract be modified or terminated.
- (k) Similarly, a Board member or employee should not:
- (l) Get involved in the hire, supervision, management or career planning of any relative.
- (m) Make improper use of one's position or of confidential information gained in that position to achieve personal interests or direct gain.

- (n) Allow relationships with contractors and suppliers to influence business decisions made on behalf of the Board.
- (o) Accept gifts or inducements, including hospitality that may place you under an obligation.

### **3.2 Use of Information Communication Technology**

Organizations recognize the importance of the use of Information Communication Technology (ICT) tools to conduct business and interact with stakeholders. Use of social networks in an official capacity must comply with the legislative requirements and the Board policy on the use of the internet and electronic networks. Board members and employees using ICT for personal or professional use are expected to exercise the same kind of judgment and criteria as would be applied to any other workplace decision.

### **3.3 Gifts, Hospitality and other Benefits**

Board members and employees should not accept any gifts, hospitality or other benefits that may have a real, apparent or potential influence on their objectivity in carrying out their official duties and responsibilities or that may place them under obligation to the donor.

As a general rule, Board members and employees should not accept gifts or other advantages except as set out in the Public Officer Ethics Act, 2003 and any other relevant statutes and policies.

### **3.4 Solicitation**

With the exception of fundraising for officially supported activities such as those relating to corporate social responsibility, Board members or employees may not solicit gifts, hospitality, other benefits or transfers of economic value from a person, group or company who has dealings with the Board. When fundraising for supported official activities, Board members or employees should ensure that they have prior written authorization from the relevant authority in order to solicit donations, prizes or contributions in kind from external organizations or individuals.

### **3.5 Register of Conflict of Interests**

The Board shall maintain a register to record conflict of interests.

## **4. Whistle Blowing**

Any person who has reason to believe that a Board member or employee has not acted in accordance with this Code should bring the matter to the relevant authority or the appropriate Government agency.

The Board should not retaliate nor tolerate retaliation against any person who brings an issue to its attention in good faith.

## **5. Resolution**

Board members and employees are expected to adhere to this Code. The Board members and employees are expected to resolve issues in a fair and respectful manner and consider informal processes such as dialogue or mediation.

In the event of an ethical dilemma or dispute, Board members and management may seek advice and support from other appropriate sources such as the Ethics and Anti-corruption Commission (EACC), the Government Investment Corporation (GIC) and National and County Agencies Oversight Office (NACAOO).

**ACCEPTANCE**

I agree to the terms of the Code of Conduct and Ethics which forms part of my Board appointment or contract of employment. I have read and understood the Code and agree to abide by its provisions.

I understand that any breach of its provisions will render me liable to appropriate disciplinary action.

.....

**Full Name of Board Member/Employee**

**Signature**

.....

**Position**

.....

**Date**

## ANNEXURE III

### 3. THE BOARD EVALUATION TOOL *(Work in progress)*

#### INSTRUCTIONS FOR COMPLETING THE TOOL

The tool has five sections as follows:

Section A: Evaluation of the performance of the Board.

Section B: Evaluation of the Chairperson of the Board.

Section C: Evaluation of Individual Board members.

Section E: Evaluation of the CEO & Secretary.

Please rest assured that your responses will remain confidential. It will, therefore, be appreciated if you respond to all the statements candidly.

## SECTION A: EVALUATION OF THE PERFORMANCE OF THE BOARD

To be completed by all Board members including the Chairperson and the Secretary

### PURPOSE

To assess how the Board has complied collectively with the Kenya Code of Governance.

### Evaluation Criteria

Score the statements below on a scale of 1 to 5 [1 - strongly disagree; 2 - disagree; 3 - neither agree nor disagree; 4 - agree and 5 - strongly agree]:

No.	Statement	Score				
		1	2	3	4	5
<b>Board Structure and Composition</b>						
1.	The roles of Chairperson of the Board and Chief Executive Officer are separate and held by different persons.					
2.	The Board has reviewed its skills mix and has a mechanism for addressing any deficiencies.					
3.	The Board has established and appointed Committees with specific terms of reference, taking in to consideration requisite skills and composition.					
4.	The composition of the Board fairly represents the diversity of stakeholders.					

<b>Board Practices</b>						
5.	The Board reviews, monitors and ensures that the county effectively delivers on its mandate.					
6.	The Board has reviewed the mandate of the county to respond to changes in the environment.					
7.	The Board has articulated the strategic direction in a strategic plan					
8.	The Strategic Plan is aligned with the Medium-Term Plan and the Kenya Vision 2030.					
9.	The Strategic Plan is reflected in the annual operational plan.					
10.	The Board has approved appropriate structures.					

11. The Board has identified the key result areas and performance indicators for the plan period.					
12. The Board has a mechanism for monitoring and evaluating performance against the performance indicators.					
13. The Board has developed a strategy for providing resources required for implementation of the Strategic plan.					
14. The Board has developed an ICT Policy for enhancing service delivery.					
15. The Board has signed a Performance Contract which is aligned to the Strategic plan.					
16. The Board has aligned the remuneration policy to the strategy and objectives					
17. The Board has an annual work plan that specifies its activities.					
18. The Board understands and reflects the county's values in decision -making.					
19. The Board devotes significant time in addressing the long-term objectives.					
20. The Board has defined and communicated the delegated authority of Management.					
21. The majority of the Board's time is not spent on issues of day-to-day management.					
22. The Board analyses and discusses proposals from Management before approving the same.					
23. Board members understand the extent of their personal liability for the affairs of the county.					
24. When appropriate the Board seeks counsel from professional advisors.					
25. The Board evaluates the performance of Chief Executive Officer based on agreed annual targets.					
26. The Board uses both financial and non-financial indicators to monitor the performance of management.					
27. The Board understands and agrees that its primary duty is to the county.					

28. The Board has procedures in place to ensure that the county complies with the law, regulations and standards.					
29. The Board undertakes an annual governance audit of the county.					
30. Board members evaluate their individual and overall performance formally on annual basis.					
31. The Board has instituted a mechanism to deal with conflicts of interest.					
32. Every Board member has been issued with a letter of appointment.					
33. New Board members go through a formal induction process.					
34. Board members skills and competencies are continually enhanced through need based developed programmes.					
35. A succession plan is in place for the Board members, and senior management and is reviewed regularly.					
36. Board members bind themselves to the Code of Conduct and Ethics.					
37. A Board member whose ethical or professional conduct has been called into question is asked to resign.					
38. The Board ensures equity in the treatment of stakeholders and safeguards their rights.					
How can the Board perform better in this area? ..... ..... ..... .....					
<b>Procedure of Board meetings</b>					
39. Every Board member has been issued with a copy of the Board charter setting out the procedure of Board meetings.					
40. The Board allows diversity of opinion in its meetings.					
41. Board meetings are conducted in a manner that encourages meaningful participation and timely resolution of issues.					

42. Board members receive timely notices, agenda and Board papers.					
43. Board members receive timely and accurate minutes.					
44. Board members attend all Board meetings.					
45. The Board ensures that key members of management are invited into the Board meetings where necessary.					
How can the Board perform better in this area? ..... ..... ..... .....					
<b>Accountability and Risk Management</b>					
46. The Board approves the annual budget of the county.					
47. The Board monitors the financial performance of the county on a quarterly basis.					
48. The Board ensures the timely preparation of accurate financial statements in accordance with international standards.					
49. The Board ensures that the external audit of the financial statements is undertaken and completed on a timely basis.					
50. The Board ensures that the annual report and financial statements are published in accordance with international standards and good governance practices.					
51. The Board has formalized sustainability reporting and disclosure.					
52. The Board incorporates a statement on corporate governance in the annual report.					
53. The Board has developed a policy on risk management and ensures that effective risk management processes and systems are in place.					
54. The Board has appointed a committee which is responsible for audit and risk management					
55. The Board has established a risk management function					

56. The Board maintains an effective and efficient system of internal control in the county.					
57. The Board has established an internal audit function					
58. The Board has established a procurement policy that promotes sustainability, high ethical standards and best practice.					
59. The Board has established a procurement function					
60. The Board approves the annual procurement plan and ensures that the plan is aligned with the annual budget.					
61. The Board receives and reviews periodic reports on procurement.					
62. The Board ensures that the procurement process is cost effective and delivers value for money.					
63. The Board has established an ICT function.					
64. The Board has an appropriate Business Continuity Plan (BCP).					
65. The Board has identified the key ICT related risks and put in place adequate mitigation measures.					
How can the Board perform better in this area? ..... ..... ..... .....					
<b>Information and Communication</b>					
66. Board members are issued with a Board manual and the constitutive instrument.					
67. Board members receive copies of relevant government policies and the county's policy documents.					
68. Board members have access to members of management on a need basis.					
69. The Board receives sufficient, accurate and timely information from management.					
70. The Board has developed a communication strategy for the county.					

71. The Secretary advises Board members regularly on matters of governance and the applicable laws.					
72. The Board has developed a policy on the management of stakeholder relationships.					
How can the Board perform better in this area? ..... ..... ..... .....					
<b>Total Score</b>					
<b>Overall rating (Total Score ÷ The number of questions)</b>					

**SECTION B: EVALUATION OF THE CHAIRPERSON OF THE BOARD**

To be completed by Board members (except the Chairperson)

**PURPOSE**

To assess the performance of the Chairperson with respect to provision of overall leadership to the Board and maintenance of a close but independent working relationship with the Secretary.

Name of the County.....

Name of the Chairperson .....

**Evaluation Criteria**

Score the statements below on a scale of 1 to 5 [1 - strongly disagree; 2 - disagree; 3 - neither agree nor disagree; 4 - agree and 5 - strongly agree]:

No.	Statement	Scores				
		1	2	3	4	5

<b>The Chairperson:</b>					
1. Understands his or her role and responsibility in the Board.					
2. Maintains a close but independent working relationship with the Chief Executive Officer.					
3. Is always well prepared for Board meetings.					
4. Harnesses the collective skills of the Board and its Committees.					
5. Encourages Board members to participate fully in the deliberations of the Board.					
6. Is skilled at managing different points of view.					
7. Demonstrates good listening and communication skills.					
8. Guides the Board decision making process without overly influencing outcomes.					
9. Is firm but fair in conducting Board meetings.					
10. Is available for consultations with Board members and the Chief Executive Officer.					
11. Is effective in helping define the opportunities and challenges.					
12. Encourages team work among Board members.					
13. Effectively delegates tasks amongst Board members.					
14. Effectively chairs meetings of stakeholders.					
15. Ensures new Board members are inducted on their roles and responsibilities.					
16. Encourages Board members to develop their skills and competencies.					
17. Guides the Board evaluation process.					
18. Ensures a formal succession plan for Board members and senior management is in place.					
19. Promotes a positive image.					

Total Score					
Overall rating (Total Score ÷ The number of questions)					

How can the Chairperson perform better in these areas?

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**SECTION C: EVALUATION OF INDIVIDUAL BOARD MEMBER**

To be completed by all Board members

**PURPOSE**

To assess the performance of individual Board members with respect to their roles and responsibilities.

Name of the County .....

Name of the Board member.....

**Evaluation Criteria**

Score the statements below on a scale of 1 to 5 [1 - strongly disagree; 2 - disagree; 3 - neither agree nor disagree; 4 - agree and 5 - strongly agree]:

No.	Statement	1	2	3	4	5	6	7	8	9
<b>The Board member:</b>										
1.	Effectively participates in the strategic planning process.									
2.	Understands and upholds the core values									
3.	Understands the roles of Board and management.									
4.	Understands and accepts the principle of collective responsibility.									
5.	Holds in confidence information available to them by virtue of their position as a Board member.									
6.	Understands and adheres to the legal and ethical responsibilities of the Board.									
7.	Exercises care, skill and diligence in discharging their duties.									
8.	Acts in the best interest of the Board									
9.	Is available and regularly attends Board meetings.									
10.	Understands the financial position									
11.	Understands the business.									
12.	Effectively communicates with fellow Board members, the Secretary and stakeholders.									
13.	Thinks and acts independently but respects other views.									
14.	Prepares adequately for meetings.									
15.	Promotes transparency and accountability at Board level.									
16.	Clearly understands and discloses potential conflict of interest.									

17. Is respectful and espouses team work.										
18. Understands the most significant risks										
19. Understands and ensures compliance with enabling legislation and policy guidelines.										
20. Promotes a positive image of the Board.										
<b>Total Score</b>										
<b>Overall rating (Total Score ÷ The number of questions)</b>										

How can the Board member perform better in these areas?

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**SECTION E: EVALUATION OF THE SECRETARY**

To be evaluated by the Board members

Name of the County .....

Name of the Secretary .....

## PURPOSE

To assess the performance of the Secretary with respect to their combined roles and responsibilities.

### Evaluation Criteria

Score the statements below on a scale of 1 to 5 [1 - strongly disagree; 2 - disagree; 3 - neither agree nor disagree; 4 - agree and 5 - strongly agree]:

No.	Statement	Scores				
		1	2	3	4	5
1.	Demonstrates commitment to the county's mission, vision, core values and mandate.					
2.	Articulates and effectively implements the county's Strategic Plan.					
3.	Is effective in implementing corporate policies, programmes and Board resolutions.					
4.	Understands the roles of the Board and management.					
5.	Achieves set performance objectives and targets.					
6.	Is capable of leading and managing change.					
7.	Practices effective delegation and empowers staff.					
8.	Ensures effective internal communication.					
9.	Provides accurate and relevant information to the Board in a timely manner.					
10.	Provides options to aid Board decision making.					
11.	Ensures compliance with the laws, regulations, standards and codes of best practice.					
12.	Enhances the county's value to stakeholders on a sustainable basis.					
13.	Manages the county's risk and puts in place effective systems of internal control.					

14. Puts in place effective processes and systems of management.					
15. Promotes ethical practices, values of the public service and good corporate citizenship.					
16. Adheres to the code of conduct.					
17. Ensures a conducive work environment for attracting, retaining and motivating employees.					
18. Ensures continuous improvement in the quality of customer service.					
19. Communicates effectively with stakeholders.					
20. Aligns the human capital to Board strategy.					
21. Ensures succession planning, employee growth and development.					
22. Ensures prudent financial management and reporting.					
23. Ensures effective utilization of ICT in the county.					
24. Ensures that the procurement process is cost effective and delivers value for money.					
25. Promotes a positive image of the Board.					
<b>Total Scores</b>					
<b>Overall rating (Total Score ÷ The number of questions)</b>					

No.	Statement	Scores				
		1	2	3	4	5
1.	Demonstrates commitment to the county's mission, vision, core values and mandate.					
2.	Advises Board members regularly on matters of governance and compliance.					
3.	Ensures that new Board members undergo an induction programme.					
4.	Facilitates the preparation and implementation of the Board work plan.					

5. Ensures regular review of the Board Charter.					
6. Maintains and updates the register of conflicts of interest.					
7. Ensures that Board complies with laws, rules, regulations, standards and the constitutive documents.					
8. Ensures that notices, agendas and Board papers are dispatched to Board members on a timely basis.					
9. Ensures that the proceedings and resolutions of the Board and its Committees are recorded accurately, adequately and circulated on a timely basis.					
10. Ensures every Board member is issued with the relevant county's legal documents, Strategic Plan, Board Charter, Code of Conduct and Ethics and Code of Governance among other relevant documents.					
11. Facilitates development of Board members.					
12. Facilitates the Board evaluation process.					
13. Coordinates the governance audit process.					
14. Accounts to the Board on the use of the corporation seal.					
15. Facilitates effective communication between the county and the stakeholders.					
<b>Total Scores</b>					
<b>Overall rating (Total Score ÷ The number of questions)</b>					

How can the Secretary perform better in these areas?.....

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✓ Board Charter,

✓ The Code of Conduct and Ethics