



SIAYA INSTITUTE OF TECHNOLOGY

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BOARD OF GOVERNORS CHARTER

TABLE OF CONTENT

FOREWARD	4
ABBREVIATIONS AND DEFINITIONS.....	5
1. INTRODUCTION	6
1.1 Background.....	6
1.2 Vision:.....	6
1.3 Mission:	6
2. STATEMENT OF GOOD GOVERNANCE	6
3. THE BOARD.....	8
3.1 Composition and size of the Board	8
3.2 Appointment to the Board	8
3.3 Powers and Duties of the Board	9
3.4 Board Chair.....	10
3.5 The Principal and Secretary to the BOG	11
3.6 Board Committees	11
3.7 Removal Policy	13
3.8 Disqualification of Members.....	13
3.9 Vacancies and Resignations at the Board.....	13
4. BOARD PRACTICES AND PROCEDURES	14
4.1 Communication.....	14
4.2 Information and Communication Procedures.....	14
4.3 Confidentiality Policy	14
4.4 Conflict of Interest and Disclosure Policy	14
4.5 Involvement with the Secretariat	16
4.6 Remuneration and expense reimbursement Policy.....	16
4.7 Public Relations Policy.....	16
4.8 Board Meeting Procedures.....	17
4.8.7.1 Order and decorum.....	20
4.8.7.2 Courtesy	21
4.8.7.3 Making Decisions	21
4.9 Board Facilitation.....	22
5. BOARD DOCUMENTS AND INFORMATION	23
5.1 Minutes.....	23
5.2 Board Papers.....	24

5.3	Implementation of Board Resolutions	25
5.4	Communication with the Institution and its structures	25
6.	PERFORMANCE EVALUATION OF BOARD.....	26
6.1	Setting of performance targets	26
6.2	Evaluation	26
6.3	Management Reporting	27
7.	AMENDMENTS.....	28
8.	APPROVAL OF THE CHARTER.....	30
	SCHEDULE 1 [MATTERS FOR BOARD DECISION]	30
	SCHEDULE 1: EVALUATION FORM FOR THE BOARD OF MEMBERS.....	32
	SCHEDULE 2 [EVALUATION FORM FOR THE PRINCIPAL]	45
	BOARD SKILL MATRIX.....	48

FOREWARD

This Board Charter (the “BOG 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 Institution’s strategic direction and expectations, with respect to governance.

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

The Charter outlines the specific roles and responsibilities of the Board, its committees and the Principal. The Charter also defines the performance measurement and monitoring mechanisms to be used by the Board.

The Charter has been developed in reference to and shall adhere to:

- The Kenya Constitution;
- The TVET Act 2013
- Mwongozo, 2015

Alongside other applicable legal and statutory requirements.

This Charter should be a ‘living tool’ for the Board and Governors and should be updated by the Board as need arises. The BOG Charter is aimed to assist the governing body to fulfill its responsibility according to ambitious, achievable, and measurable governance performance targets.

In the event that there is a contradicting or not clear issue between this Charter and the TVET Act, or other section of Kenyan legislature, the Act shall supersede the Charter.

Thank you.

Chairperson Board of Governors

.

ABBREVIATIONS AND DEFINITIONS

Board: Board of Governors of Siaya Institute of Technology

BOG: Board of Governors

Corporate Governance: The system by which **the institution** directs, controls and holds to account its portfolio of assets and resources to the interest of the strategic partners.

Governance: The dynamic interaction between people, structures, processes and traditions that support the exercise of legitimate authority in provision of sound leadership, direction, oversight and control of **the institution** in order to ensure that there is proper accounting for the conduct of its affairs, the use of its resources, and the results of its activities.

Strategic Partners The strategic partners shall include: Central and County Government, Research Institutions,

SIT Siaya Institute of Technology

SWOT: Strength, Weakness, Opportunities and Weakness

1. INTRODUCTION

SIT institution is a public Technical Training Institute registered and licensed by TVET Authority under section 20(1) of the TVET Act, 2013 for a maximum of 5000 trainees as at 28/01/2016. It offers a wide range of courses at Artisan, Certificate, Diploma and Higher National Diploma in business, applied science and engineering as well social sciences.

1.1 Background

SIT offers specialized courses ~~offered~~ are on full time and part-time modes facilitated through ten admitting departments providing practical instruction in Automotive and Mechanical Engineering, Building and Civil Engineering, Electrical & Electronics Engineering, Hospitality & Institutional Management, Nutrition & Dietetics Management, Agriculture & Environmental Science, Business Studies, and Social Work & Community Development, Information Communication Technology, Medical and Biological Sciences and Food Science & Processing Technology.

1.2 Vision:

To be a market leader in the provision of top-notch training, research and innovation.

1.3 Mission:

To produce competent human resource for sustainable development.

2. STATEMENT OF GOOD GOVERNANCE

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

1. To observing high standards of ethical and moral behaviour
2. To acting in the best interests of the Institution
3. To remunerating and promoting its staff fairly and responsibly
4. To recognizing the legitimate interests of all stakeholders and
5. To ensuring that the Institution acts as a good corporate citizen.

In general, Board members shall act in the best interest of the Institution and uphold their fiduciary responsibilities and duty with care. This involves not disclosing confidential information, avoiding real and perceived conflicts of interest, and favoring the interests of the Institution over other interests. They will act honestly and in good faith so as to create a culture built on principles of integrity, accountability and transparency.

To facilitate this, the Board adopts this charter and acknowledges that it 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.

This Board Charter shall apply to all Board members and will be subject to review as and when need arises to ensure it remains consistent with the Institutes objectives, responsibilities and best corporate governance practices. All Board members shall be expected to be aware of their duties and responsibilities and in line with section 3 of the Leadership and Integrity Act No. 19 of 2012 of the Laws of Kenya, and shall respect the values, principles and the requirements of the Constitution of Kenya.

This Charter is available to all Board members for application.

3. THE BOARD

The Board is the body of appointed members who jointly oversee the activities of the Institution. 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 of the Institution

3.1 Composition and size of the Board

The institution shall be governed by a Board. The board members shall comprise of Nine [9] Members - Chairman, Secretary, and [seven \[7\]](#) members. The Principal shall be the Secretary to the Board and not more than two-thirds of the members of the Board shall be of the same gender. [The Board Chair is appointed directly by the Cabinet Secretary while members](#) appoint among themselves, members of the respective functional committees as need arise. [Audit and Risk Committee must be one of such committees.](#)

3.2 Appointment to the Board

The members of the board shall be appointed by the Cabinet Secretary Ministry of Education after wide consultation from strategic partners and individuals who share the same value, commitments and have an interest to work with [SIT](#). The recruitment to Board membership shall be through head hunting, recommendations by management, staff and other board members, interviews and consensus among the board members.

The membership of the Board of Governors shall comprise—

- (a) A chairperson;
- (b) A representative of the Principal Secretary in the Ministry responsible for technical and vocational training;
- (c) A representative of the county Governor of the county within which the institution is located; and
- (d) A six other persons appointed on the basis of their knowledge and experience in—
 - i) Leadership and management;
 - ii) Financial management;
 - iii) Technology;
 - iv) Industry;
 - v) Engineering;
 - vi) Information communication technology or Law.

3.3 Powers and Duties of the Board

3.3.1 General Functions, powers and duties – TVET Act – Part V Clause 29

Generally, the Board of Members will have the following roles:

- a) Oversee the conduct of education and training at **SIT** in accordance with the provisions of the TVET Act and any other written law;
- b) Promoting and maintaining standards, quality and relevance in education and training in **SIT**.
- c) Administer and manage the property of the institution
- d) Develop and implement **SIT** strategic plan
- e) Prepare annual estimates of revenue and expenditure for the institution and incurring expenditure on its behalf
- f) Receiving, on behalf of the institution, fees, grants, subscriptions, donations, bequests or other moneys and to make disbursement to the institution or other bodies or persons;
- g) Determining the fees payable and prescribing conditions under which fees may be remitted in part or in whole in accordance with the guidelines developed under the provisions of this Act;
- h) Mobilizing resources for the institutions;
- i) Developing and reviewing programmes for training and to make representations thereon to the Board;
- j) Regulating the admission and exclusion of students from the institution, subject to a qualifications framework and the provisions of the **Education Act**;
- k) Approving collaboration or association with other institutions and industries in and outside Kenya subject to prior approval by the Cabinet Secretary ;
- l) Recruiting and appointing trainers from among qualified professionals and practicing trades persons in relevant sectors of industry;
- m) Determining suitable terms and conditions of service for support staff, trainers and instructors and remunerating the staff of the institutions, in consultation with the Authority;
- n) Making regulations governing Institution, conduct and discipline of the staff and **trainees**;
- o) Preparing comprehensive annual reports on all areas of their mandate, including education and training services and submit the same to the **Cabinet Secretary Board**;
- p) Providing for the welfare of the **trainees** and staff of the institution;
- q) Encouraging, nurturing and promoting democratic culture, dialogue and tolerance in the institution; and

- r) Discharging all other functions conferred upon it by this [Charter](#) or any other written law.

3.3.2 Conflict of Interest

In compliance with TVET Act of 2013 second schedule article 15, Board members shall:

1. If a member is directly or indirectly interested in any contract, proposed contract or other matter before a Board of Governors and is present at a meeting of the Board of Governors at which the contract, proposed contract or other matter is the subject of consideration, he shall, at the meeting and as soon as reasonably practicable after the commencement thereof, disclose the fact and shall not take part in the consideration or discussion of, or vote on, any questions with respect to the contract or other matter, or be counted in the quorum of the meeting during consideration of the matter.
2. A disclosure of interest made under this paragraph shall be recorded in the minutes of the meeting at which it is made.
3. A member of the Board of Governors who contravenes subparagraph (1) commits an offence and shall be liable as stipulated in the Act.

3.3.3 Commitment in Attending to the Institution`s Affairs

Board members are expected in the exercise of their role as Members to have the commitment, time, availability and energy to give due attention to the affairs of the Institution. In this regard, Board members have the duty to regularly attend all Board meetings and committees on which they serve. Failure to attend three consecutive meetings of the board without a written apology constitutes a ground for termination of a Board member.

3.4 Board Chair

The Chairperson of the Board shall chair all the meetings of the Board and provide the general policy guidelines related to the institution as provided by the Constitution. In [the](#) absence of the Chair, in any of the convened Board meetings, the Members present shall appoint one Member to be the acting chair for that meeting.

Accordingly, the chairperson will ensure that:

- i) The Board satisfies its duties and responsibilities
- ii) Board members when appointed participate in an induction program and are thereafter continually developed based on identified development needs.
- iii) The board develops and adheres to an annual work plan

- iv) The Board constitutes committees and that the committees function properly;
- v) All the meetings of the Board, Special and all General Meetings are run efficiently and effectively within the general policy directives as provided by Law.
- vi) Board room decorum is observed and maintained by ensuring disorderly or disruptive conduct is avoided;
- vii) Board Decisions or consensus is properly recorded;
- viii) Internal disputes and conflicts of interest concerning individual board members are addressed.
- ix) The performance of the board, board members and the principal are evaluated annually.

3.5 The Principal and Secretary to the BOG

The institution`s day to day operations shall be undertaken by the Principal who shall be appointed by the Cabinet Secretary. **on the recommendation of the Board of Governors following a competitive recruitment process and who shall serve for a period of five years, which term may be renewed once.** The Principal as the chief executive officer shall:

- a) Head the Institution by discharging all functions of management including planning for the Institution, implementing the decisions of the Board and controlling the resources and operations of the institution;
- b) Represent and act on behalf of the Institution generally;
- c) Do all such acts as may be necessary for the efficient running of the Institution`s affairs;
- d) Keep full complete, up-to-date record of Institution`s affairs;

3.5.1 Secretary to the BOG

The Principal is the Secretary to the Board and is in effect the only executive member of the Board. The Secretary`s roles are to:

- a) Keep minutes of the Board of **Governors** Meetings;
- b) Carry out all correspondence and publicity on behalf of the Institution;
- c) Arrange for Board Meetings in consultation with the Chairperson;

3.6 Board Committees

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 allocated responsibilities. 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 power 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 the Committee's functions. The Chairperson of each Committee, in consultation with Principal, will develop the Committee's agenda.

3.6.1 Administration, Finance and Infrastructure Committee

This committee shall deal with all legal and financial matters of the Institute and ensure compliance to all statutory and legal compliance. The Committee's roles are to:

- a) Formulating strategies, operational plans and budgets for approval by the Board
- b) Identification of material risks and in conjunction with the Audit Committee, formulation of mitigation, management of the risk, monitoring of effectiveness of the risk management processes and reporting to the Board .
- c) Ensure that the Institution follows and adheres to proper financial and accounting procedures.
- d) Ensure compliance with all statutory regulations in respect of financial and other institution's management matters.
- e) Ensure that the Institution keeps all financial records on a proper accounting basis.
- f) Provide reports on financial statements and audited accounts to the Board Members during Board meetings and or any special Board or general meeting.
- g) Advise the Board on financial management, resource mobilization, and administration

3.6.2 Education, Research and, training committee

This committee shall deal with all matters related to curriculum implementation, research. These shall include:

- a) Monitoring compliance with education policies, processes and codes of conduct approved by the Board;
- b) Identification and adoption of information, Communication and Technology processes;

- c) Formulating terms and conditions of service and reviewing the same for BOG staff for Board approval;

3.6.3 Responsibilities 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 institution 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 institution;
- 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 institution;
- g) Owe their duty to the institution and not to the nominating or appointing authority; and
- h) Owe the institution the duty to hold in confidence all information available to them by virtue of their position as a Board member.

3.7 Removal Policy

Membership to the Board shall be for a period of three [3] years. Retiring Board members who have successfully completed their constitutional term in office are eligible for re-appointment for a period of one [1] term.

3.8 Disqualification of Members

A member may cease board membership if he/she:

- a) Fails to attend three consecutive meetings of the board without a written apology;
- b) Resigns in writing;
- c) Removed from the board by a resolution duly passed as provided for in the constitution;
- d) Becomes bankrupt;
- e) Becomes of unsound mind.

3.9 Vacancies and Resignations at the Board

Any vacancy occurring in the Board by death, resignation, and removal or otherwise, shall be filled by the Cabinet Secretary based on the TVET Act on recruitment.

BOARD PRACTICES AND PROCEDURES

3.1 Communication

The board shall ensure that annual reports are submitted to The Cabinet Secretary within stipulated timelines. In addition, proper and correct records must be maintained. All meetings shall be properly recorded and the minutes of the proceedings kept. All normal meetings of the Board shall be summoned by the Secretary, acting in consultation with the Chairman, by giving at least 14 days' notice accompanied by the proposed agenda. Records of resolutions shall be kept and communicated in writing to stakeholders and relevant authorities.

3.2 Information and Communication Procedures

Every board member shall be supplied with all establishment instruments, all legal documents, the Mission statement, and Vision and strategy documents of the Institution on first appointment. Every board member shall receive a copy of the Board Charter together with a letter of appointment on first appointment. Every board member shall receive copies of all policy documents including Institution's policy documents, personnel and financial Charters on first appointment and every time these are reviewed. The Board's information requirements shall be communicated to management on a regular basis.

3.3 Confidentiality Policy

The members must:

- a) Ensure that all information which is confidential or privileged or which is not publicly available is not disclosed inappropriately.
- b) Ensure that all non-public information about other persons or firms acquired by the Institution while dealing with outside Institutions or on behalf of the Institution is treated as confidential and not disclosed.

3.4 Conflict of Interest and Disclosure Policy

- a) No board member shall use his or her position, or knowledge gained, in such a manner that a conflict between the interest of the Institution or any of its affiliates and his or her personal interests arises.
- b) Each board member has a duty to place the interest of the Institution foremost in any dealings and has a continuing responsibility to comply with the requirements of this policy.

- c) The conduct of personal business between any board or committee member and the Institution and any of its affiliates is prohibited.
- d) Board or committee members may not obtain for themselves, their relatives, or their friends a material interest of any kind from their association with the Institution.
- e) If a board member has an interest in a proposed transaction with the Institution in the form of a significant personal financial interest in the transaction or in any Institution involved in the transaction, or holds a position as board member, employee or officer in any such Institution, he or she must make full disclosure of such interest before any such discussion.

3.4.1 Disclosure of Interest

Various codes of ethical conduct prohibit the participation of Board members in deliberations in matters on which they have an interest. This prohibition is preceded by timely disclosure of interest that a Member has the duty to observe.

The Board requires disclosure where a Board Member has personal interest in any transaction or matter before the Board. The Board then determines whether the nature of interest may prejudice the consideration of the matter and in that event the member is disqualified from taking part in deliberations with respect to that particular transaction or matter.

The most obvious cases of personal interest arise where the matter or transaction in question relates to:

- a) The Member personally or spouse or child or close relation [i.e. Spouse, Parent, Sibling or in – law] or
- b) A Company in which a Member , a Spouse or Child or close relation has share or is a Member or senior executive; or
- c) A firm in which the Member, Spouse or Child or close relation is a Partner.

This would include cases where such a Member, Spouse or Child or close relation or Firm or Company or Partner in a firm would have a direct or indirect commercial interest [say supplier, agent or lobbyist] in the matter that is being considered by the Board.

A Member may give notice that he or she is a member of a body corporate or a firm and that will be sufficient to establish an interest in any matter or transaction involving that form of body corporate. It is not sufficient that the information or relationship is disclosed

generally in the Members particulars. The disclosure must be made specifically for the record or before the meeting where the matter or transaction is being considered.

It is necessary that in the events outlined above the Member leaves the room until the matter or transaction is decided to avoid the appearance of the possible perpetuation of a ``surrogate interest'' by ``peer pressure''.

The sanction prescribed by law for failure to disclose interest is possible removal from the Board.

Receipt of goods that may put a Member in a potential conflict of interest situation is discouraged. Goods other than low value or token gifts should be disclosed to the Board.

3.5 Involvement with the Secretariat

The Board's communications and dealings with the management of the Institution shall always be based on the developed and adapted operational policies and Charters.

3.6 Remuneration and expense reimbursement Policy

The remuneration of the Members shall be within the benchmarks set by the TVET Act more specific in reference to ability to pay and shall be by way of sitting allowance only. The Members may also be paid all travelling expenses from their ordinary place of residence to the place where the meetings of the Board or any committee of the Board or general meeting of the Institution in connection with the business of the Institution.

Any Member who being so required by the Board performs special or extraordinary services on behalf of the Institution or who travels outside Kenya for the purpose of discharging his duties may be paid such extra remuneration as the Board may determine.

The board shall keep track of the expenditures of the meetings of the Board and its committees and ensure that these do not exceed [30 %] of the recurrent expenditure of the Institution.

3.7 Public Relations Policy

To ensure the quality and consistency of the Institution information disseminated to media sources and other stakeholders, the following policies shall be enforced:

- a) All media contacts are to be handled by the Principal or his/her designee with the approval of the Board, regardless of who the media representative is or whom he/she represents or how innocuous the request.
- b) All press releases and other promotional materials are to be approved by the Principal or his/her designee prior to dissemination.

Board Meeting Procedures

3.7.1 Types of Board Meetings – to align to minutes

Regular meetings of the Board shall be held in each quarter, that is, between January – March; April – June; July – September and October – December each year. Any meeting that is not a regular meeting of the Board shall be a special meeting. At any time necessary, the Secretary in consultation with Chairperson shall be allowed to call for a Special Board Meeting to address pressing issues that the Institution may find necessary. To hold a Special Board Meeting, a notice of at least Fourteen [14] days and the meeting agenda must be provided specifying the meeting place, the day and hour of meeting. An irregularity in convening or holding a Board Meeting may be remedied by subsequent ratification or by the unanimous acquiescence.

3.7.2 Notices

3.7.2.1 Notice Period

The minimum period of notice required for a regular Board Meeting is fourteen [14] days. The following interpretation applies in reckoning the notice period: the date of the notice and the date of the meeting are inclusive:

3.7.2.2 Delivery

Notices must be delivered in written form:

- a) By hand to the last known address supplied by the Member; Or
- b) Other equally prompt means of notification such as electronic means by facsimile or electronic mail for delivery to the address provided by the Member.

Notification shall be considered received in the case of delivery by hand, at the time of delivery, in the case of electronic mail, on receipt of the message and, in the case of facsimile, on completion of transmission.

3.7.2.3 Waiver

If the Board has previously agreed by resolution to meet at a fixed date for a specific purpose and it is not necessary to give notice, the standard notice period may be waived. The requirement of 14 days' notice may be waived by at least a half of members of the Board if they agree/consent to a shorter notice but not to waive the requirement that it be written notice. Notice may also be waived if all the Members agree or none of the Members object.

3.7.2.4 Format

The notice shall state the date, time and venue for the meeting. Notices shall be accompanied by an agenda and where practicable the relevant Board Working Papers indicating the decision the Board is requested to make.

3.7.3 Agenda

3.7.3.1 Board's Agenda

- a) The Principal in consultation with the Chairman ensures that the Board agenda is prepared well in advance of the meetings, raising issues that require attention;
- b) The Chairman ensures that the preparation of the agenda is a participatory process involving all the Board members
- c) The Chairman ensures that the draft agenda is circulated together with the Board papers to the Board members at least fourteen days before the date set for the meeting.
- d) The Chairman ensures that board meetings do not last longer than 2 hours on the average.

3.7.3.2 Agenda format

A typical agenda for a regular meeting shall follow the format below

Item 1: Apologies

Item 2: Adoption of the Agenda

Item 2: Conflict of interest record

Item 3: Reading and Confirmation of Previous Minutes

Item 4: Matters Arising from Previous Minutes

Item 5-X: Substantive items shall be listed in the order they are to be discussed using the heading of the board papers.

Item X: Any Other Business

The agenda for Special meetings shall contain 'Adoption of the Agenda' and the substantive items to be discussed. A Special meeting agenda does not contain the item 'Any Other Business' though with the unanimous consent of the Members the Board may on an exceptional basis allow a pressing issue to be discussed after the main agenda issue.

The content and presentation of the agenda shall be proposed by the secretary in consultation with the Chairperson.

Prior approval for the agenda or inclusion of an agenda item is not required where the Board has previously agreed on the whole or part of the agenda or on the inclusion of a specific item.

3.7.4 Quorum and Attendance

The quorum necessary for the transaction of the business of the ~~Members~~ Board shall be [2/3] of the total number of independent Members. A Member who is at any time out of Kenya shall not during his absence have the right of vote. A resolution determined without any meeting of Members and evidenced in writing under the hands of all the Members shall be as valid and effectual as a resolution duly passed at a meeting of the Members. Other proceedings shall be as per Mwongozo and general industry standards.

3.7.5 Others attending

Attendance of the Board meetings by other persons is at the discretion of the Board. In practice there are two broad categories of persons who are invited to attend Board meetings:

- a) In the case of management personnel, the Heads of Departments or specified senior managers are invited to present the Board Papers they have authored and to clarify any issues that arise during the Board's deliberations that relate to their area of

specialization. The Principal guides the Board on the inputs that the Heads of Departments or other technical personnel should provide.

b) The Board may invite outsiders to act as consultants or advisors at any of its meetings.

3.7.6 Adjournment

A meeting may be adjourned by the Chairperson if:

- a) There is no quorum after the lapse of **30 minutes** from the time the meeting was scheduled to start or during the course of the meeting quorum falls below the minimum requirements.
- b) There is insufficient time to complete the remaining business on the agenda.
- c) Disorder develops at the meeting.

Adjournment shall be to a specified time, place and date not exceeding 21 days. A fresh notice need not be issued in that event, though the adjournment must be communicated in writing. An adjourned meeting may only consider and transact the uncompleted business of the original meeting. A fresh notice is not needed to be issued in that event. Where additional or new business is to be considered at an adjourned meeting a fresh notice must be issued.

3.7.7 Conduct of Meetings of the Board

3.7.7.1 Order and decorum

The Chairperson has the responsibility to guide the process of the meeting. It is the Chairperson's responsibility to take measures to ensure that the proceedings are kept fair, civil and orderly. Without limiting the generality of the above, the following procedural guidelines should be observed:

- a) The Chairperson should satisfy him/herself that the meeting was duly convened and is quorate at all material times.
- b) The discussion should follow the sequence of the agenda as adopted.
- c) Discussion should at each stage be to the item currently under consideration.
- d) The Chairperson should signal the end of a discussion. At that point the Chairperson should sum up the sense of the meeting so that a suitably worded decision or conclusion may be formulated for inclusion in the minutes.
- e) Members should avoid introducing new decisions on previous minutes when they are being confirmed or when matters arising are being considered.
- f) Any additional important matters shall not be discussed under the heading 'Any Other Business'.

- g) The Chairperson should signal when a member may speak. Requests for the floor should be made to the Chairperson to avoid interjections that may disrupt the meeting.
- h) At any time during the meeting the Chairperson should permit any Member or the Secretary to raise any matter concerning the meeting's compliance with the procedures Charter, or other legal or regulatory requirement. An immediate ruling should be given by the Chairperson on matters of Procedure.

3.7.7.2 Courtesy

There are common rules of courtesy which members should observe that assist in facilitating smooth and undisturbed deliberations: These include:

- a) Arriving punctually before the starting time for the meeting
- b) Switching off mobile [cellular] phones during the meeting.
- c) Calling ahead of the meeting to communicate apologies or delayed arrival.
- d) Informing the Chair when an early departure from the meeting is anticipated. This guides in quorum monitoring and agenda prioritization.
- e) Avoiding bilateral consultations [whether audible or inaudible] during the course of the meeting.

3.7.7.3 Making Decisions

Generally decisions are reached by consensus/unanimity. If a member does not agree that there is a consensus then an objection may be raised and where in the opinion of the Chairperson no further consensus is achievable then the matter may be put to a vote.

3.7.8 Consent in Lieu of Meeting

Any action required or permitted to be taken at any meeting of the Board of **Members**, or of any committee thereof, may be taken without a meeting if all members of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee.

3.7.9 Virtual meetings/ Conference

One or more Members may participate in a meeting of the Board or a committee of the Board or of the stakeholders, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other; participation in this manner shall constitute presence in person at such meeting.

3.8 Board Facilitation

There are arrangements in place for facilitating the Board's work.

These include:

- a) Filing facilities and Board Records management.
- b) Transportation/Postage for delivery of Board Papers and materials.

4. BOARD DOCUMENTS AND INFORMATION

4.1 Minutes

4.1.1 Style and format of minutes

The minutes should be:

- a) Concise but sufficiently detailed to make the sense of the deliberations clear.
- b) Impersonal, impartial and uniform in presentation;
- c) Clearly paragraphed and cross –referenced and sequenced.

4.1.2 Contents of minutes

Minutes should contain the following elements;

The heading, which specifies the type, date, place and reference number of the meeting as well as record of attendance including those present, absent with apology or otherwise and the secretary and other ~~personal~~ **personnel** or professionals or advisors or other in attendance.

The narration, which puts the deliberations into the context including Board working papers and reports, supplementary information and clarification required and provided, objections or observations as well as specific positions like declarations of interest or abstentions. It is not necessary to record dissenting or minority views as all members are bound by majority decision.

The resolution which is formal and concise record of the resolution, passed.

4.1.3 Access to minutes /inspection of minutes

Minutes may be inspected upon request by the following

- a) Board members or
- b) Any other person authorized by law or competent judicial or administrative organ.

4.1.4 Confirmation of minutes

Draft minutes shall be submitted for confirmation and signed by the Chairperson before they are circulated to members.

Minutes shall be confirmed at the next convenient session of the board or committee.

The formal confirmed and signed minutes shall be kept in a hard copy in the Minute Book.

4.2 Board Papers

The Board will discuss a substantive agenda item in respect of which Board working papers has been written and submitted as per best practice i.e. 7 to 10 days before meeting. In exceptional circumstances and where the exigencies of the situation require, the board may with the unanimous agreement of members allow the consideration of paper that is tabled at the meeting.

The format of the board papers should be consistent with the following style of presentation.

- a) The subject headings on successive papers dealing with the same subject matter should not vary from meeting to meeting subject heading should be consistent with the history of the matter;
- b) All papers should be referred to as working papers or information papers and carry a reference number at the top, the style should be consistent for all papers with particular reference to the serial number of the meeting;
- c) The paper should where appropriate have background setting out the history of the problem if at all, the applicable legislation if any; if it is a project whether it is included in the business plan and the budget with adequate funding or if it requires additional funding **and** whether the additional funds are in the budget or supplementary funding may be required.
- d) Any previous approvals of the Board or regulator policy should be indicated as well.
- e) The paper should conclude with a recommendation of the action required and should be drafted in such a way that the text can be adopted by the board as a resolution or amended if required.

4.3 Implementation of Board Resolutions

The Principal has the duty to document and communicate decisions of the Board to action parties who are required to implement them or be notified of them. The Board will receive from Management at each meeting a report of actions taken to implement the resolutions of the previous meeting [Matters arising].

4.4 Communication with the Institution and its structures

To maintain consistency in implementation and communication format of the Institution, any communication, resolutions or implementation instructions from the Board shall be communicated through the Principal.

5. PERFORMANCE EVALUATION OF BOARD

5.1 Setting of performance targets

The Board shall set its performance targets based on the strategic plan and performance contracts signed by both Board and Management.

5.2 Evaluation

By adopting the Corporate Governance Guideline the following methods may be used in Board evaluation:

- a) Self-assessment carried out once a year; and
- b) End of Board Term Report

5.2.1 End of term Report

It covers all important developments affecting the Institution and challenges that have been resolved during the Board term in which the Board has played a role, challenges and problems for the future that need attention. A Performance Management Matrix [See annexure] will be used for carrying out the evaluation. The report is drafted by management and completed with the board's inputs preferably at least three [3] months before the end of the term.

5.2.2 Self- Assessment

Self – Assessment is critical because it is always gives room for any Board to improve its effectiveness. An honest self – assessment can lead to important changes in the effectiveness of the work and efficiency of the Board. The Board examines its composition, structure style and process against changing needs of the sector, the Institution and the potential problems and the outcome will form the basis for improving effectiveness.

It should be appreciated that the objective is to increase productivity and effectiveness of the Board and not target individual Board Members. The assessment covers the Board's contribution as a whole and reviews areas of performance in which the Board believes there should be improvements.

The assessment should be carried out once annually. The review is done first individually by each Board Member and then collectively. It is highly confidential and requires full support of all members. It can be led or moderated by an ad hoc board committee or a resource person outside the Institution with suitable experience.

5.3 Management Reporting

5.3.1 Reporting Procedures

The Accountant or head of finance department through the Principal shall report at least quarterly to the Board on the financial and operational situation of the Institution. The Principal assisted [optional] by the various department heads shall report to the relevant Board committees the activities and performance of the Institution. The head of finance department can be invited to the Board meeting to explain the financial ratios and their interpretation to the Board whenever necessary.

5.3.2 Monthly and Quarterly Reports to the Board

The following minimum reports shall be submitted to the Board quarterly meetings:

- a) Financial Statements ;
- b) Performance Contract reports;
- c) Administration and Human Resource Management reports

5.3.3 Annual Reports and Plans

The Principal shall present at each annual meeting a full and complete statement of the operations and affairs of the Institution for the preceding year. Such statements shall include:

- a) Budget projections,
- b) Budget Variance report;
- c) Operational plan and Budget for new fiscal year

5.3.4 Board Self-Assessment Reports

The Board shall assess its performance annually to identify its strengths, weaknesses, opportunities and threats [SWOT] and strategize on how to successfully support operations of the Institution.

6. AMENDMENTS

These Policies and Procedures shall be amended or repealed by the vote of Board members at any regular or special meeting of the Board, duly convened after notice to the Board of that purpose.

APPROVAL OF THE CHARTER

The policies and procedures contained in this charter ~~has~~ have been read and understood by all the BOG members of ~~xxxxx~~ Siaya Institute of Technology institution and all BOG members agree to abide by them. This charter is thereof approved and adopted by the BOG on this 20th day of July Month 2022 year

Chairperson

Signature..... Date.....

SecretaryPrincipal

Signature..... Date.....

SCHEDULE 1 [MATTERS FOR BOARD DECISION]

INVENTORY OF MATTERS REQUIRING BOARD DECISION

Management shall seek approval of the Board for the following categories of decisions:

Board Procedures and Appointments

- a) Confirmation of Minutes
- b) Amendments to the procedures [including this schedule of matters reserved for Board decisions].
- c) Membership and Chairpersonship of Board Committees
- d) Approval of terms of reference for Board Committees
- e) Receiving reports from Board Committees
- f) Board evaluation

Corporate Protection

- a) Institution of legal proceedings by the Institution or settlement of litigation on major matters or matters of material to the interest of the Institution.
- b) Risk management and internal control policies Charter, reporting and annual assessments.

Procurement

Procurement policy and planning including approval of Annual Procurement Plans.

Human Resource Matters

- a) Human Resource policy and procedures.
- b) Appointments and removal of staff at senior management level, target setting, performance review and disciplinary issues.
- c) Revision of non-teaching staff emoluments, terms and conditions of service
- d) Institutional structure
- e) Retirement Benefits or pension fund including major amendments to the trust deed and rules of the fund scheme
- f) Corporate Succession Plan
- g) Negotiations and approving of annual performance targets
- h) Quarterly and annual performance contracting reports.

Financial Control and Capital structure – as per TVET Act

- a) Approval of the 5 year strategic plan and amendments thereto;
- b) Approval of the Annual Budget and the revisions thereto;
- c) Approval of the Annual Reports;
- d) Opening of Bank Accounts and designation of bank signatories;
- e) Financial management policy and strategy.

Asset and Investment Management – as per TVET Act

- a) Policy on management, acquisition and disposal of assets;
- b) Office space and leases;
- c) Furniture and Fitting;
- d) Office Assets [Cars and Stationary];
- e) Approval of Investment Plan;
- f) Investment policy

Audit – as per TVET Act

- a) Approval of audit policy
- b) Approval of audit reports

ICT

Approval of ICT Policy and strategies

Programmatic [Technical]

Approval of the Technical Policy and strategies

SCHEDULE 2: EVALUATION FORM FOR THE BOARD OF MEMBERS

FORMATS FOR SELF-EVALUATION OF THE BOARD

Introduction

Properly conducted, a Board self-evaluation can have a profound impact on a Board. If answers are given honestly, it can provide the impetus for a Board to resolve issues that have remained simmering unattended to and create synergy among the members.

Some of the reasons for conducting Board self-evaluation include:

- a) Giving individual members an opportunity to reflect on their individual and corporate responsibilities.
- b) Identifying different perceptions and opinions among Board Members.
- c) Pointing to issues that need Board attention.
- d) Serving as a springboard for Board improvements.
- e) Increasing the level of Board teamwork.
- f) Providing an opportunity for providing mutual Board and Staff expectations.
- g) Demonstrating to staff and other stakeholders that accountability is a serious Institutional issue in the Board.
- h) Providing credibility with funders and other external persons/Institutions.

Board members should see only the compiled results and not the responses of individual members in order to facilitate free and honest expressions in the responses. Responses which are not honest render the exercise useless and are of no benefit to the Institution. Notes on the procedures for the evaluation have therefore been provided below. ~~the tables.~~

It is recommended that this evaluation be undertaken once a year.

The following Board Self-Evaluation is in three Sections:

Section A: Contains evaluation format of the Board by all members and is in three parts, i.e.

1. Board Responsibility
2. Board Operations
3. Board Effectiveness

Section B: Contains an evaluation format of the Chairperson by other members of the Board.

Section C: Contains an evaluation format of individual members of the Board by the Chairman.

It is recommended that for the Board starts initially with Section A and then moves on ~~later~~ to Sections B and C when the members have become more familiar and comfortable with self-evaluations.

Section A: Self-Evaluation of the Board by All Members of the Board

Circle the number that approximates most closely to your answer

PART 1: BOARD RESPONSIBILITY	Strongly Disagree	Disagree	No Opinion	Agree	Strongly Agree	Don't Know
1. The selection process of Board Members considers any deficiencies in the skills of current Board members.						
2. The composition of the board fairly represents the diversity of stakeholders.						
3. The Board actively encourages good candidates to stand for Board appointments.						
4. New Board members are introduced to their duties with an appropriate induction process.						
5. Every Board member has been supplied with a letter of appointment.						
6. The letter of appointment defines the roles and functions of the Board and the specific role of each Member.						
7. Every Board member is supplied with all establishment instruments, all legal documents, the Board's Charters, the mission statement, vision and strategy documents of Institution on first appointment and every time they are revised.						
8. The Board has identified the groups to which it is:						

a) Accountable						
b) Responsible						
9. The Board has a clear understanding of its mandate and responsibilities.						
10. The Board has an operating plan that specifies its functions, activities and objectives.						
11. Our mission and vision clearly communicate what we want to achieve						
12. Our core values and beliefs have been clearly stated and are reflected in all our programmes and activities						
13. The Board devotes significant time and serious thought to the Institution's long-term objectives and to the strategic options available to achieve them.						
14. The roles of the Chairperson of the Board and the Principal are held by different persons.						
15. The division of authority and the allocation of responsibilities between the Board and executive management are clear.						
16. The majority of the Board's time is not spent on issues of day to day management.						
17. When appropriate the Board seeks counsel from professional advisors.						
18. I am satisfied that the processes is in place to manage the succession of the Chairperson, Executive Member, Board members and senior management are working well and are reviewed regularly.						
19. I feel that my overall knowledge of Institution's						

operations is sufficient to allow me to discharge my obligation as a Member.						
20. I am satisfied with Institution's strategy as approved by the Board.						
21. I am satisfied with the Board's level of contribution to, and process for approving, the strategic plan.						
22. Stakeholder value is appropriately considered in the Board's decision-making process.						
23. I am satisfied that the Board is kept informed of all material issues.						
24. I am satisfied with the Board's level of awareness of the nature and extent of risks faced by the Institution and the Board's level of awareness of the policies and procedures the Institution has in place to identify, monitor and manage those business risks.						
25. I understand the Board's financial statements very well and can detect anomalies or issues which need to be queried in financial management by reading/studying the statements						
26. The Board's financial statements are rather complex and Members should be taken through a one or two day's course to understand the financial statements better						
27. I have, through Board, committee and informal contact, sufficient exposure to and knowledge of high potential executive and management employees in the Institution.						

28. Additional comments or suggestions about the Board's responsibilities:

PART 2: BOARD OPERATIONS	Strongly Disagree	Disagree	No Opinion	Agree	Strongly Agree	Don't Know
29. Every Board member is supplied with a calendar of meetings dates of Board meetings, committee meetings etc, and key or critical of the Institution.						
30. The frequency of Board and committee meetings is adequate for fulfill my obligations as a Member.						
31. Board meetings are not excessive						
32. Board meetings are conducted in a manner that encourages open communication, meaningful participation, and timely resolution of						
33 All Board members are fully informed of relevant matters and there are never any surprises.						
34. All Board members receive timely and accurate minutes, advance written agendas and meetings notices; and clear and concise background material to prepare in advance of meetings.						
35. The Board ensures that key members of management are brought into the Board meetings so that they can participate and add value to their deliberations and work on behalf of the Board.						
36. Notice given for Board and committees meeting is adequate.						

37. The Board should codify conflict of interest guidelines for Members.						
38. The Board ensures all conflicts of interest are: a) Declared b) Resolved						
39. Sufficient time is scheduled for Board and committee meetings.						
40. Board and committee meetings are candid and constructive conducted in a manner that ensures open communication, meaningful participation, critical questioning and the timely resolution of issues.						
41. My time and talents are well-utilized at Board and committee meetings.						
42. The Board has the right number of Members.						
43. The Board has the right mix of experience and skills to guide Institution towards achieving its strategic goals.						
44. There are no stakeholders who are over-represented on the Board						
45. There are no stakeholders who are under-represented on the Board						
46. The Board has established and appointed committees with defined terms of reference, composition and reporting requirements.						
47. The number of the committees of the Board can be justified, taking into account the workload of the Board, the cost of running the committees and the ability of the Board to meet those costs						

48. I am satisfied that each of the Board committees is performing as it should:						
49. I am satisfied with the frequency and amount of time for discussion among Members without Management present.						
50. The briefing materials I receive are adequate and timely.						
51. The performance and competitive information I receive allows me to monitor results, identify potential areas of concern and understand important industry issues/trends.						
52. I have adequate access to officers outside of Board and committee meetings.						
53. I am satisfied that none of the Members interferes with the day to day running of the Institution by the Management						
54. I am satisfied that none of the Members, including the Chairperson, tries to dominate the meetings all the time						
55. I am satisfied that none of the Members is consistently absent from meetings						
56. The quorum at Board and Committee meetings is usually attained in the first 30 minutes						
57. The Principal's remuneration is reviewed and determined by the Board.						
58. The performance of the Principal is reviewed formally on the required basis.						
59. All proceedings and resolutions of the Board are recorded accurately, adequately and on a timely basis.						
60. All proceedings of the Board are kept under secure						

arrangements						
61. All Members of the Board have a sense of collective responsibility and do not discuss confidential or sensitive matters outside the Board's meetings						
Additional comments or suggestions a out enhancing how the Board operates						

Part 3: Board Effectiveness	Strongly Disagree	Disagree	No Opinion	Agree	Strongly Agree	Don't Know
63. The Board's goals, expectations and concerns are openly communicated with management.						
64. A broad range of appropriate performance indicators are used to mo performance of management. Reliability is not placed solely on the statements provided by management.						
65. Formal review of the Board's performance has become an integral pa culture of the Board.						
66. Members understand the extent of their personal liability for the affa Institution.						
67. The Board has a process for handling urgent matters between meetings.						
68. The Board receives sufficient information from management in an appropriate format as determined by the Board.						
69. The Board's information requirements are communicated to management on a regular basis.						
70. Requested information is received in a timely fashion.						
71. The Board is proactive in developing an effective						

communication strategy for the Institution.						
72. The Board is regularly advised on issues of governance and the applicable laws.						
73. Encouragement is given for Board members to continue their study of corporate governance and improve the skills they need.						
74. The Principal's remuneration and performance is reviewed and determined by the Board.						
75. The process the Board uses to set goals with the Principal is adequate.						
76. The process the Board uses to evaluate the Principal's performance is adequate.						
77. Management is sufficiently responsive to questions and issues raised by the Board.						
78. Management communicates with the Board in an open, candid and timely manner.						
79. I receive adequate feedback as a Member about my contribution to Institution						
80. Board members are encouraged to discuss matters with members of management after gaining the approval of the Chairperson or the Principal.						
81. Board members bind themselves to uphold, honor and respect the Code of Ethics of the Institution on first appointment and to resign where their actions are called into question.						
82. Board members evaluate their individual and overall Board performance, formally on an annual basis.						
83. Members who have not been contributing to the						

governance of the Institution, and are uninterested in improving their performance, are asked to terminate.						
84. Where the ethical or professional conduct of any Member is called into question such Member is suspended pending investigations.						
85. The Institution's Constitutions or bylaws have been reviewed and approved and ratified by the AGM						
86. In my view, the Board's most significant achievement in the past year was:						
87. In my view, the most important thing the Board could do to improve its effectiveness is:						
88. With reference to my experience on other Boards, the overall performance of the Institution and its committees is:	Much Worse	Worse	About the Same	Better	Much Better	Don't Know
89. Are there additional things that the Board could do to boost its effectiveness?						

Notes on Section A:

1. The evaluation process should be handled confidentially and the Members should be assured of such confidentiality. In this regard, the intended evaluation and the format it will take should be discussed by the Board as an agenda item at one of the meetings. The forms can also be modified at that meeting as appropriate.
2. Once the final formats are agreed on, the forms should be produced and given to the Members with deadline for returning them completed to the person appointed to coordinate the exercise.
3. A senior officer cleared to handle confidential materials should be appointed to coordinate the exercise including analysis and production of the report for discussion by the Board. An external consultant can also be used for the exercise. Using an outside facilitator/consultant may make it more likely that Board Members will give frank responses.
4. The Board could take a retreat to discuss the results of the evaluation.
5. The Board should determine the interpretation and implication it wishes to give the scores e.g.

Score 5: Very Good. No need for action

Score 4: Good. Some improvement required

Score 3: Fair. Substantial improvement required

Score 2: Poor. Major review required

Score 1: Very Poor. The Board is completely dysfunctional. Major and urgent review is required.

Areas receiving scores of Very Poor to Fair should receive special attention by the Board depending on their priority rating. The total score for the Board should also be similarly given a rating. If the total score of the Board is poor to very poor, then a major

reinstitution or the appointment of a new Board may be required. An external or peer review of such a Board would be immediately desirable.

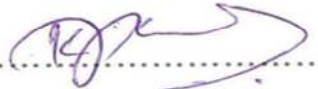
6. The column for “Don’t know” [score 6] is useful in that it can identify training needs required for the Members.
7. As the Board becomes used to its own internal review, it should be encouraged to move on to the evaluation of individual Members of the Board and its Chairperson. A sample of such review is given below but not for immediate introduction before the overall Board self-evaluation takes root as a culture of the Institution.

SCHEDULE 3 [EVALUATION FORM FOR THE PRINCIPAL]

8. APPROVAL OF THE CHARTER

The policies and Procedures contained in this Charter has been read and understood by the Board Members of RVTTI and all Board Members agree to abide by them. This Charter is thereof approved and adopted by the Board on this day of.....month.....year.....

Chairperson DR Kennedy Koech

Signature..... 

Date..... 17/8/17

Secretary DR TARNO EDWIN

Signature..... 

Principal

Principal
Rift Valley Technical Training Institute
17 AUG 2017
Sign.....
P. O. Box 244-30100 ELDORET

