



kenya national
library service

BOARD CHARTER

Kenya National Library Service
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1.0 INTRODUCTION

- 1.1 Kenya National Library Service (knls) Board (**herein referred to as "corporation"**) is a state corporation under the Ministry of State for National Heritage and Culture, which is for the time being responsible for the corporation. The Board was established by an Act of Parliament Cap 225 of the Laws of Kenya (1965). The current Act mandates the Board to: promote, establish, equip, manage, maintain and develop libraries in Kenya. To date, a network of 58 branch libraries have been established countrywide, with others coming up soon in different parts of the country.
- 1.2 The Act gives the Board responsibility to manage both the National Library of Kenya and the Public Library System.
- 1.3 Under the National Library of Kenya, the Board's key function is to preserve the national documentary heritage and to produce the Kenya national bibliography.
- 1.4 Under the Public Library System, the principal objective of the Board is to provide library and information services to the Kenyan publics with a view to promoting a positive and sustained reading culture. The Board recognizes that information is a basic commodity in everyone's life, as it directly responds to their needs, through individual and community empowerment. This charter serves as a commitment that knls intends to live up to in its mandate.
- 1.5 Knls customers cover the entire public and they include: Individuals, students, children, youth, researchers, government agencies, private institutions, pensioners, prisons, hospices & hospitals, schools, orphanages and persons with disabilities, among others.
- 1.6 The Board provides library and information services to its customers at minimal or no cost as clearly outlined in the knls citizen's service delivery charter.
- 1.7 Knls Board Vision: **"The hub of information and knowledge for empowerment"**
- 1.7.1 The mission is: **"To enable access to information for knowledge and transformation of livelihoods"**
- 1.8 The Board of Directors (BOD) of knls acknowledges the need for a Board charter in keeping with good corporate governance best practices.

2.0 PURPOSE

The purpose of this charter is to promote high standards of corporate governance and to:

- 2.1 Clarify the roles, responsibilities and powers of the Board and those of various committees of the Board to assist in decision-making processes.
- 2.2 Outline the policies and practices of the Board in respect to matters such as conflicts of interest and convening of Board meetings.
- 2.3 Define the specific responsibilities of the Board of Directors, in order to enhance coordination and communication between the Chief Executive and the Board and more specifically, to clarify both Board and Management accountability.

3.0 FUNCTIONS OF THE BOARD OF DIRECTORS

As outlined in the knls Board Act, the functions of the Board are:

- 3.1 To promote, establish, equip, manage, maintain and develop libraries in Kenya as a National Library Service;
- 3.2 To plan and co-ordinate library, documentation and related services in Kenya;

- 3.3 To advise the Government, local authorities and other public bodies on all matters relating to library, documentation and related services;
- 3.4 To provide facilities for the study of, and for training in the principles, procedures and techniques of librarianship and such other related subjects as the Board may from time to time decide;
- 3.5 To advise the government on library education and training needs for library, documentation and related services;
- 3.6 To sponsor, arrange or provide facilities for conferences and seminars for discussion of matters in connection with library and related services;
- 3.7 To carry out and to encourage research in the development of library and related services;
- 3.8 To participate and assist in campaigns for the eradication of illiteracy;
- 3.9 To stimulate public interest in books and promote reading for knowledge, information and enjoyment;
- 3.10 To acquire books produced in and outside Kenya and such other materials and sources of knowledge necessary for a comprehensive national library;
- 3.11 To publish the national bibliography of Kenya and to provide bibliographical and references service.

4.0 COMPOSITION OF THE BOARD

- 4.1 The Board is constituted in accordance with the knls Board Act, *State Corporations CAP. 446* and the prevailing relevant government guidelines. Currently, the Act provides for the composition of the Board as follows:
 - 4.1.1 Permanent Secretaries from the Ministries for the time being responsible for National Heritage and Culture, Finance, Economic Planning and Development, Local Government and Education, or a person deputed in writing from time to time by any such Permanent Secretary to take his place as a member of the Board;
 - 4.1.2 The Town Clerk, Nairobi City Council or the person deputed in writing from time to time by him to take his place as a member of the Board;
 - 4.1.3 Vice Chancellor University of Nairobi, or the person deputed in writing from time to time by him to take his place as a member of the Board;
 - 4.1.4. One representative from each province who shall be appointed by the Minister, for the time being in charge of libraries, on the advice of the Provincial Commissioner
 - 4.1.5. Not more than three such other persons as the Minister, for the time being in charge of libraries, may appoint.
 - 4.1.6. The Director/CEO shall be an *ex-officio* member of the Board but shall have no right to vote at any meeting of the Board.
- 4.2 The Chairman of the Board is appointed by the President, while members of the Board (herein referred to as **“Directors”**) are appointed by the Minister for the time being in charge of libraries. However, the members may elect one person from amongst their number to be the vice-chairman, who will step in to coordinate a meeting in the absence of the chairman.
- 4.3 The members of the Board other than the Chief Executive Officer (CEO) shall be appointed for a renewable period of two years, while the Chairman is appointed to serve for three years.

5.0 DUTIES AND RESPONSIBILITIES OF THE BOARD

The Board of Directors is responsible for supervising the management of the business and affairs of the corporation in a way which ensures that the interests of the corporation and all its stakeholders are promoted and protected. In discharging this duty, the Board has the following overall responsibilities.

5.1 Strategy and planning

The Board is responsible for:

- 5.1.1 Determining the strategic direction of the corporation.
- 5.1.2 Reviewing the strategic position, current strategies and alternative strategies.
- 5.1.2 Approving the corporation's strategic and/or major projects and capital expenditures.
- 5.1.3 Approving annual operational plans/performance contract and budgets.
- 5.1.4 Monitoring corporate performance against approved objectives and strategic plans. Satisfy its-self that the strategy and business plans do not give rise to risks that have not been thoroughly assessed by management.
- 5.1.5 Ensuring that there are adequate human and financial resources available to achieve the corporation's stated objectives, thus ensuring that the strategy results in sustainable outcomes.

5.2 Financial Management and Reporting

- 5.2.1 Ensuring that key financial objects and indicators are developed for Board's approval and in line with the strategic plan.
- 5.2.2 Reviewing and approving the annual financial statements.
- 5.2.3 Reviewing the quarterly financial statements.
- 5.2.4 Approving and monitoring the annual budgets and business plans.
- 5.2.5 Approving and monitoring progress of major capital expenditure.
- 5.2.6 Reviewing on quarterly basis the performance contract reports.

5.3 Risk and Compliance Management

- 5.3.1 Identifying key performance and risk areas.
- 5.3.2 Monitoring and evaluating the corporation's performance in relation to best practice principles of corporate governance.
- 5.3.3 Approving and monitoring the corporation's risk management strategy, internal controls reporting systems and management information systems.
- 5.3.4 Ensuring and monitoring the corporation's compliance with all relevant laws, regulations, governance practices, accounting and audit standards.
- 5.3.5 Approving and monitoring compliance with the corporation's code of ethics, code of conduct, whistleblower, anticorruption policies and other relevant policies.
- 5.3.6 Monitoring major litigations associated with the corporation and/or its members.

- 5.3.7 Providing effective leadership, exercise integrity and judgment in directing the corporation so as to achieve continuing success and to act in the best interest of the corporation in a manner based on transparency, accountability and responsibility.
- 5.3.8 Ensuring that the corporation is seen to be a responsible corporate citizen by having regard to not only the financial aspects of business but also the impact that business has on environment and the society within which it operates.

5.4 Management and Performance

To ensure effective management and excellent performance of the corporation, the Board shall:

- 5.4.1 Recommend to the Minister, at the time, in charge of libraries, the appointment, suspension or firing of CEO as per the existing government guidelines/regulations.
- 5.4.2 Participate in the appointment, suspension and/or firing of senior management employees, ensure motivation and protection of intellectual capital, crucial to the corporation, ensure that there is appropriate and adequate training for management and other employees and put in place an effective succession plan for senior management.
- 5.4.3 Regularly assess its performance and that of the CEO as per the government's guidelines, and annually file reports with the Permanent Secretary/Accounting officer in the Ministry, at the time in charge of libraries, and the State Corporations Advisory Committee (SCAC).
- 5.4.4 Put in place a proper management structure (organization, systems and people) and ensure that the structure functions to uphold corporate integrity, reputation and responsibility.
- 5.4.5 The Board shall delegate responsibility and authority for the management of operations and administration of the corporation to the CEO.
- 5.4.6 Define the required competences and skills, and ensure that the corporation has an appropriate blend of senior management skills and capacities to implement the agreed strategies and plans.
- 5.4.7 Approve and oversee the succession planning for senior management positions.
- 5.4.8 Ensure that a safe working environment is maintained for staff and that the reading environment is conducive for all library clients/customers.
- 5.4.9 Enforce a culture of transparency, accountability, efficiency and promote customer focus.
- 5.4.10 Advise and counsel the CEO.

5.5 Fiduciary Duties

5.5.1 Directors are expected to comply with their legal, statutory and equitable duties when discharging their responsibilities as members of the Board. A Director owes a fiduciary duty to the Corporation and in performing his or her duties, and must act in the best interests of the Corporation. In general, under the "business judgment rule," if a board of directors properly exercises these duties, its members will be protected from liability for their actions on the Board.

5.5.2 These duties include:

- 5.5.2.1 Duty of loyalty and good faith

A Director is required to act *solely* in the best interests of the Corporation rather than in his or her own interests, or those of his or her associates. One important aspect of the duty of loyalty is to retain the confidentiality of information that is explicitly deemed confidential by the Corporation, as well as information that appears to be confidential from its nature or matter. A Director must also refrain from making improper use of information gained through their position of Director and taking improper advantage of the position of Director.

5.5.2.2 Duty of care

Directors must give the attention required of a Director in all matters related to the Corporation. A director has the responsibility to be informed about an issue before making a business decision relating to the issue.

5.5.2.3 Duty of disclosure

A Director must disclose to the other members of the Board of the Corporation when the Board's actions may have a material impact on the Director or another corporation or entity in which the Director has interest.

5.5.2.4 Duty of Obedience

The Directors must comply with the all legal requirements and in accordance with the corporation's rules and policies. Directors must also refrain from taking actions that are outside the scope of corporate powers.

6.0 CESSATION OF MEMBERSHIP OF THE BOARD

6.1 A member may cease to be a member of the Board in the following ways:

6.1.2 In accordance with the knls Board Act, any member of the Board appointed under subparagraph 4.0 (4.1.4) and (4.1.5), may at any time resign by giving notice in writing to the Minister. If such a member, without the permission of the Chairman of the Board, is absent from more than three consecutive Board meetings or, without such permission, is absent from Kenya for a period exceeding one year he/she shall cease to be a member of the Board.

6.1.3 Becoming incapacitated by prolonged mental or physical illness.

6.1.4 Being convicted of a criminal offence.

6.1.5 Being convicted of fraud, forgery, anti-corruption and Economic crimes Act.

6.1.6 Being adjudged bankrupt or entering into composition on a scheme of arrangement with his creditors.

6.1.7 Being in a conflict of interest situation as regards the corporation.

6.1.8 Being disqualified under the provisions of any other written law from holding public office.

6.1.9 Is unable or unfit to discharge the functions of a member of the Board.

6.1.10 In the event of death of a member.

7.0 ROLE OF THE CHAIRMAN IS:

7.1 To provide leadership to the Board.

7.2 To chair meetings of the Board, ensuring order, proper conduct of meetings, allowing members reasonable opportunity to speak, ensuring decisions are fairly made, deciding on technicalities and to cast the deciding vote in case of ties.

7.3 Overseeing the Board in the effective discharge of its oversight role.

- 7.3 Ensure efficient organization and conduct of Board functions and meetings.
- 7.4 Facilitating the effective contribution of all Directors.
- 7.5 Promotion of constructive and respectful relations between Board members and between the Board and management.
- 7.6 Committing the time necessary to discharge effectively his/her role as chairman
- 7.7 Ensuring that there is regular and effective evaluation of the Board's performance.

8.0 ROLE OF INDIVIDUAL DIRECTOR

Members of the Board are expected to comply with their legal, statutory and equitable duties when discharging their responsibilities as Directors. Largely these include:

- 8.1 Attend and participate in Board meetings and meetings of any Board Committee on which they serve.
- 8.2 Spend the time needed, and meet as frequently as necessary, to properly discharge their responsibilities.
- 8.3 Act in good faith and in the best interest of the corporation.
- 8.4 Review meeting materials prior to Board Committee meetings.
- 8.5 Cast their vote on any resolution in accordance with their own judgment.
- 8.6 Publicly support the letter and spirit of the Board's decisions.
- 8.7 Where possible, to communicate any questions or concerns in advance of a meeting so that management will be prepared to address them at the meeting.
- 8.8 Refrain from making improper use of information gained through the position of Director and from taking improper advantage of the position of Director.

9.0 DELEGATION TO MANAGEMENT

- 9.1 The Board is vested with responsibility for managing the business of the corporation. The Board specifically reserves some matters for its decision and delegates authority for all other matters that are necessary for the day-to-day management of the corporation's business to management through the CEO.
- 9.2 The Board shall approve authority limits for the CEO and senior management from time to time.
- 9.3 The CEO is accountable to the Board for all authority delegated to management and the corporation's performance and is to discharge this accountability through provision of Board papers, management reports and presentations to the Board on a regular basis.

10.0 BOARD COMMITTEES

- 10.1 Board may establish committees, as it considers appropriate to assist it in executing its functions/mandate.
- 10.2 The current committees of the Board are:
 - 10.2.1 Finance and Project Development Committee.
 - 10.2.2 Human Resource and Service Delivery Committee.
 - 10.2.3 Marketing, Research and Resource Mobilization Committee.

- 10.2.4 Audit Committee.
- 10.3 The Board will appoint or revoke the appointment of Committee members.
- 10.4 The Committee members shall elect one person from among their number to be the Chairman of that Committee.
- 10.5 The Board will periodically review the composition of each Committee to ensure each Committee has an appropriate balance of skills and experience to carry out the Committee's responsibilities.
- 10.6 The Board will develop Terms of Reference (TORs) – (see *Appendix 1*), for each Committee, setting out the responsibilities delegated by the Board to the Committee and the Committee's structure and operation.
- 10.7 The role of a Committee is to operate within its TORs and to make recommendations to the Board for decision or to conclude on behalf of the Board certain decisions with prior approval of the Board.

11.0 CONFLICT OF INTEREST

- 11.1 Directors are expected to be sensitive to conflict of interest that may arise and be mindful of their fiduciary obligations to the corporation.

11.2 A Director must:

- 11.2.1 Disclose to the Board any actual or potential conflicts of interest that may exist or might reasonably be thought to exist as soon as the situation arises.
- 11.2.2 Take such steps as are required reasonably necessary to resolve any conflict of interest.
- 11.2.2 If a conflict exists, it is expected that the Director with the conflict will be absent from the room where the matter to which the conflict relates is being discussed by the Board or Committee. However, if the majority of the members present are of the opinion that the experience or expertise of such member is vital to the deliberations of the meeting, the Board may permit the member to participate in the deliberations subject to such restrictions as it may impose but such member shall not have the right to vote on the matter in question.
- 11.2.3 Failure to disclose conflict of interest shall lead to disqualification from holding office as a member of the Board.
- 11.2.4 A disclosure of interest shall be recorded in the minutes of the meeting at which it is made.
- 11.2.5 Conflict of interest may be deemed to arise if a Board member, his spouse, immediate relative or business interest partner is directly or indirectly interested in any contract, proposed contract, or matter before the Board or Committee of the Board.

12.0 BOARD MEETINGS

12.1 Frequency

- 12.1.1 The Board shall meet not less than four times in every financial year and not more than four months shall elapse between the date of one meeting and the date of the next meeting.
- 12.1.2 The annual work plan of the Board and schedule of Board meetings shall be prepared and approved prior to the commencement of the year in which they relate.

12.2 Quorum and Attendance

- 12.2.1 At any meeting of the Board five members thereof shall constitute a quorum.
- 12.2.2 Board members must attend all scheduled Board meetings, including meetings called on ad hoc basis for special matters unless prior apology, with reasons has been submitted to the Chairman or the CEO/Board Secretary.
- 12.2.3 Members of senior management, service providers and professional advisors may be in attendance at Board meetings, but by invitation only and they may not vote.
- 12.2.4 The Chairman of the Board may meet with the CEO/Board Secretary or any member of senior management prior to a Board meeting to discuss important issues in preparation for the meetings.
- 12.2.5 At any meeting of the Board the Chairman shall preside or, in the absence of the chairman, the vice-chairman shall preside. If the vice-chairman is also absent, the members present shall elect one of their number to preside the meeting. The member elected to preside the meeting shall with respect to that meeting and the business transacted thereat, have all the powers of the chairman.
- 12.2.6 The CEO is the secretary to the Board and shall take minutes at every meeting of the Board and may delegate to the Corporation Secretary to assist in taking the minutes. A senior member of management approved by the Board can also act as Board Secretary.

12.3 Agenda and Minutes

- 12.3.1 The Board Secretary must ensure that the agenda and meeting papers are circulated at least seven (7) days prior to each meeting to the members of the Board and other invitees.
- 12.3.4 Board members must be fully prepared for Board meetings to be able to provide appropriate and constructive input on matters for discussion.
- 12.3.5 The minutes must be completed by the Board Secretary as soon as possible after the meeting and circulated to the Chairman and each member of the Board for review thereof.
- 12.3.6 The Board minutes must be formally approved by the Board at its next scheduled meeting.
- 12.3.7 All meeting papers and submissions made at the Board meeting must be left in the Boardroom on conclusion of the meeting.
- 12.3.8 A record of Board submissions shall be maintained and held by the Board secretary.
- 12.3.9 Directors may arrange with Board Secretary to obtain access to records of Board documentation and minutes if required by them in the course of discharging their duties as Directors of the Board.
- 12.3.10 Where a Director is not in agreement with the position taken by the majority of the Board members he/she should indicate his disagreement, which should be minuted as such.

13.0 ACCESS TO INFORMATION AND INDEPENDENT EXTERNAL ADVICE

- 13.1 The Board and Committees must be provided with the information they need to efficiently discharge their responsibilities.
- 13.2 Management must supply the Board and Committees with information in a form, time frame and quality that enables them to effectively discharge their duties.

- 13.3 Directors are entitled to request and receive such additional information as they consider necessary to support informed decision-making. Any Director has the authority to seek any information he/she requires from any employee of the corporation (in consultation with the CEO) and all employees must comply with such request. It is expected that any significant issues are communicated to the Chairman through the CEO/Board Secretary.
- 13.4 The Board and individual Director or a Committee may engage an independent external advisor in relation to any Board matter, may it be legal, financial or any matter, at the corporation's cost. Any Director seeking independent advice must first discuss the request with the Chairman who will facilitate obtaining such advice and where appropriate dissemination of the advice to all Directors.
- 13.5 The Board or Committee may co-opt an expert to sit in the meeting at which the matter requiring expert advice shall be discussed. Such an expert shall not have voting rights and shall be remunerated in such a manner as the Board may decide.

14.0 INDUCTION AND CONTINUING EDUCATION

- 14.1 New Directors will be provided with a letter of appointment, which sets out their rights, duties and responsibilities.
- 14.2 New Directors will participate in an induction programme involving comprehensive briefings from management on the corporation's business and key issues and site visits.
- 14.3 Directors are expected to participate in all continuing education programmes conducted for them, with a view to assisting them in carrying out their duties.
- 14.4 A plan and budget for Board continuing education shall be established annually.

15.0 DIRECTOR LIABILITY

- 15.1 The threshold for duty of care for a Director is much higher than that expected of a corporation's manager.
- 15.2 Generally, Directors are severally and personally liable for breach of trust.
- 15.3 Among others, breach of trust may arise due to errors in acts, acts in excess of authority, nonfeasance (failure to take action), negligence, intentional violation of civil law against a person or property, acts in violation of state laws, local statutes and bylaws.

16.0 BOARD PERFORMANCE EVALUATION

- 16.1 The Chairman shall be responsible to annually review the effectiveness of the Board, Board Committees, individual Board members and the CEO.
- 16.2 The Chairman shall use the prescribed government guidelines to execute the performance evaluation (*see Appendix 2, 3 & 4*).
- 16.3 The above may be achieved with the help of State Corporations Advisory Committee (SCAC) or the Performance Contract Secretariat on request by the Board.

17.0 BOARD REMUNERATION

17.1 The members of the Board shall be paid such remuneration, fees, allowances and disbursements for expenses as per the government guidelines.

18.0 REVIEW OF CHARTER

18.1 The Board will regularly review the Board charter and make any changes it determines necessary or desirable.

19.0 BOARD CHARTER, BOARD ACT AND RULES

19.1 The Board charter is not intended to replace or amend the Board Act and rules of the corporation in any way.

19.2 In the event of a conflict between the Board Act and rules and the charter, the provisions of the Board Act and Rules shall have preference.

19.3 The Board charter is also not intended to contain a comprehensive summary of the applicable legal principles. Board members requiring advice in respect of any matter referred to in this charter can contact the Board Chairman and/or the Board Secretary.

20.0 APPROVAL OF THE BOARD CHARTER

This Board Charter is now approved and issued under the signature of;

Chief Executive Officer

Name: **Mr. Richard M. Atuti**

Signature:.....Date:.....

Chairman / Board of Directors

Name: **Mr. Silas K. Kobia**

Signature: Date:

Appendix 1: FUNCTIONS OF THE BOARD, DUTIES AND RESPONSIBILITIES OF CEO AND TERMS OF REFERENCE FOR BOARD COMMITTEES

Functions of the Board

The functions of the Board shall be:-

- a) To promote, establish, equip, manage, maintain and develop libraries in Kenya as a National Library Service.
- b) To plan and Co-ordinate library, documentation and related services in Kenya.
- c) To advise the Government, local authorities and other public bodies on all matters relating to library, documentation and related services.
- d) To provide facilities for study of, and for training in the principles, procedures and techniques of librarianship and such other related subjects as the Board may from time to time decide.
- e) To advise the Government on library education and training needs for library, documentation and related services.
- f) To sponsor, arrange or provide facilities for conferences and seminars for discussion of matters in connection with library and related services.
- g) To carry out and to encourage research in the development of library and related services.
- h) To participate and assist in campaigns for the eradication of illiteracy.
- i) To stimulate public interest in books and to promote reading for knowledge, information and enjoyment.
- j) To acquire books produced in and outside Kenya and such other materials and sources of knowledge necessary for a comprehensive national library.
- k) To publish the national bibliography of Kenya and to provide bibliographical and reference service.

Duties and Responsibilities

The Corporation's Chief Executive Officer will be responsible for the implementation of the Board's decisions in a results oriented and timely manner to achieve the Corporation's goals, objectives and agreed performance targets. This will entail inter alia:

- a) Carrying out the day to day business of the Corporation.
- b) Developing of and recommending to the Board the long term strategies, business plans and annual operating budgets and

- establishing proper internal monitoring and control systems and procedures.
- c) Coordinating and preparing business related proposals, reports and other submissions for considerations by the Board.
 - d) Ensuring that there is effective communication between management and the Board as well as between different levels of management.
 - e) Providing leadership to the employees.
 - f) Attending to matters relating to organization structures, appointments, welfare, training, industrial relations, separation and effective management succession plans, and reporting the same to the Board.
 - g) Ensuring continuous improvements in the quality and value of service and products provided by the Corporation.
 - h) Ensuring continuous achievement of the Corporation's financial and operating goals and objectives.
 - i) Overseeing and ensuring implementation of corporate policies and programmes.
 - j) Maintaining a conducive work environment for attracting, retaining and motivating employees.
 - k) Fostering a corporate culture that promotes ethical practice and good corporate citizenship.
 - l) Acting as the principle spokesperson of the corporation.
 - m) Ensuring compliance with the Laws of the country.
 - n) Any other responsibilities as may be necessary to achieve the Corporation's objectives, as directed by the Board. In carrying out these functions, the CEO will at all times keep the Board fully informed and properly advised.

Terms of Reference for the Various Committees of the Board

Audit Committee

- i. Assisting the Director /Chief Executive Officer in enhancing internal controls in order to improve efficiency, transparency and accountability.
- ii. Reviewing audit issues raised by both internal and external auditors.
- iii. Resolving unsettled and unimplemented Public Accounts and Public Investments Committees' (PAC/PIC) recommendations.
- iv. Enhancing communication between management, internal and external audit and fostering an effective internal audit function.
- v. Reviewing and approving the audit charter where applicable and the internal audit annual work plans.

- vi. Reviewing the internal and external audit findings and recommendations and proposing corrective and preventive action where necessary.
- vii. Reviewing the systems established to ensure sound public financial management and internal controls, as well as compliance with policies, laws, regulations, procedures, plans and ethics.
- viii. Initiating special audit/investigation on any allegations, concerns and complaints regarding corruption, lack of accountability and transparency in consultation with the Director/Chief Executive Officer.
- ix. Conduct Risk Based Audits (RBA) to provide reasonable assurance that risks management processes and structures put in place by management are functioning effectively and recommending appropriate risk mitigation measures where necessary.
- x. Review and evaluate Annual Appropriation Accounts and Statements of assets & Liabilities before they are submitted to Controller and Auditor General by finance department.

Finance & Project Committee

- i. To assist the full board in overseeing formulation, review and implementation of financial policies and procedures.
- ii. To receive and review budgets from management, and recommend to the full board for approval.
- iii. To review and recommend proposed projects and work plans to the full board for approval.
- iv. To review and recommend quarterly and annual financial reports prepared by the management to the full board for approval
- v. Receive and review capital assets disposal inventory and recommend to the full board for approval and disposal.

Human Resource & Service Delivery Committee

- i. Review, consider and recommend to the Board for approval all the Human Resource policies relating to terms and conditions of service for employees.
- ii. Oversee, monitor and evaluate implementation of all the approved human resource policies by the management.
- iii. Review and recommend Human Resource Management Committees' reports on discipline, training and any other human resource report for Board's approval.
- iv. Receive and review changes proposed by management on the organization structure, performance management system, compensation guidelines and recommend to the Board for approval.
- v. Review management's proposals for appointment of union-employees and recommend for approval by the Board.

- vi. Advise the Board on the criteria for identifying, recruiting and appointment of managerial staff and recommend candidates to the full board for approval
- vii. Ensure in consultation with the Board and the CEO that succession plans are in place at all levels and review such plans regularly.
- viii. Review recommendations regarding any other issues related to Human Resource Management.

Marketing, Research and Resource Mobilization Committee

The main focus of the committee is to raise knls' relevance and visibility to appropriate standards through implementation of marketing and resource mobilization strategies.

- i. Advising on formulation, implementation and review of communication, marketing and resource mobilization policies, strategies and plans.
- ii. Advising on development and implementation research programmes and strategies.
- iii. Providing guidance on the application of customer-focused marketing strategies that will achieve increased readership levels.
- iv. Offering expertise on formulation, strengthening and sustenance of partnerships with stakeholders to enhance the quality of library and information service delivery to the public.
- v. Advising on development and implementation of Corporate Identity Manual to realize consistent reinforcement of knls brand.

Appendix 2: GUIDE TO BOARD SELF APPRAISAL

KEY ISSUES TO BE ADDRESSED

1. Mandate

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

2. Strategic Plan

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

3. Performance Contract

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

4. Shareholder(s)

- ★ Alignment of Corporation's objectives with those of Parent Ministry and Vision2030 expectations.
- ★ Full and accurate reporting on Corporation affairs to the Government.
- ★ Relationship with the Government.
- ★ Board's relationships with monitoring agencies.

5. The Stakeholders

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

6. Legal/Ethical Duties

- ★ Compliance with all legal/ethical requirements.
- ★ Existence of a code of Ethics/Adherence to the Public Officer Ethics Act2003.
- ★ The Corporation as an employer.

7. The Direction of the Corporation

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

8. The CEO

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

9. Board Meetings

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

10. Individual Board Member Contributions

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

11. Any other Business

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

BOARD SELF EVALUATION FORM

Name of the State Corporation.....

Enabling Legal Instrument:.....

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

Part One: Mandate and Strategy	SCORES				
Tick only one option in the range of very poor (1) to very good (5)	1	2	3	4	5
<p>Mandate</p> <p>1 Has the Board interpreted the mandate of the Corporation appropriately?</p> <p>2 The mandate of the Corporation is relevant to the national socio-economic development?</p> <p>3 The Board has articulated or reviewed the desired future state (vision) of the corporation?</p> <p>4 The Board has reviewed the mandate of the Corporation to match changes in the environment.</p> <p>Comment.....</p>					
<p>Strategy</p> <p>5 The Board has articulated the strategic thrust of the Corporation?</p> <p>6 The strategic plan is integrated with the Kenya Vision 2030?</p> <p>7 The Board has identified the Corporation's Key Performance Indicators for the plan period?</p> <p>8 The Board has a mechanism for monitoring and evaluating performance against the Key Performance Indicators?</p> <p>9 The level of strategic planning is of sufficient quality and</p>					

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

has these skills.					
Tick only one option in the range of very poor (1) to very good (5)	1	2	3	4	5
25 When appropriate the Board seeks counsel from professional advisors.					
26 The Chief Executive Officer's remuneration and performance is reviewed and determined by the Board based on performance evaluation.					
27 The Board determines, annually, the objectives and measurement criteria for the Chief Executive Officer.					
28 A broad range of appropriate performance indicators are used to monitor the performance of management. Reliability is not placed solely on the financial statements provided by management.					
29 The performance of the Chief Executive Officer is reviewed formally on an annual basis.					
30 The Board has identified the groups to which it is:					
(a) Accountable					
(b) Responsible					
31 The Board understands and agrees that its first duty is to the Corporation.					
32 Board activities are conducted in an atmosphere of creative tension.					
33 The Board allows diversity of opinion in its meetings.					
34 The Board has procedures in place to ensure that the organization is meeting its legal responsibilities.					
35 Formal review of the Board's performance has become an integral part of the culture of the Board.					
36 The Board ensures that key members of management are brought into the Board meetings so that they can participate and add value to their deliberations and work on behalf of the Board.					
37 Board members evaluate their individual and overall Board performance formally on an annual basis.					
38 The Board ensures all conflicts of interest are					
(a) Declared					
(b) Resolved					
39 Every Board member has been supplied with a letter of appointment.					
40 The letter of appointment defines the roles and functions of the Board and the specific role of each director.					
Part Three: Board Meeting Management and Procedures					
41 Every Board member has been supplied with a Board manual and a copy of standing orders and regulations					

governing conduct of Board meetings.					
Tick only one option in the range of very poor (1) to very good (5)	1	2	3	4	5
42 Every Board member was supplied with a calendar of meetings showing dates of Board meetings, committee meetings and key or critical events of the Corporation.					
43 Board meetings are conducted in a manner that encourages open communication, meaningful participation, and timely resolution of issues.					
44 Sufficient time is provided during Board meetings for thoughtful discussion in addition to management dialogue.					
45 Board time is used effectively so that the Board adds value to management.					
46 Formal meeting and reporting procedures have been adopted by the Board.					
47 Board members receive timely and accurate minutes; advance written agendas and meeting notices; and clear and concise background material to prepare in advance of meetings.					
48 All Board members are fully informed of relevant matters and there are never any surprises.					
49 Absenteeism from Board meetings is the exception rather than the rule.					
50 Board meetings are facilitated, but not overtly influenced by the Chairperson.					
51 All Board members are permitted to add items to the meeting agenda.					
52 All proceedings and Resolutions of the Board are recorded accurately, adequately and on a timely basis.					
Part Four: Board's Composition, Induction, Training, Development, and Succession					
53 The selection process considers any deficiencies in the skills of current Board members.					
54 The composition of the Board fairly represents the diversity of stakeholders.					
55 New Board members are introduced to their duties with an appropriate induction process.					
56 Board members understand the extent of their relationship with management and the separation of stewardship and management.					
57 Encouragement is given for Board members to continue their study of corporate governance and improve the skills they need.					
58 Directors understand the extent of their personal liability					

for the affairs of the Corporation.					
Tick only one option in the range of very poor (1) to very good (5)	1	2	3	4	5
59 A succession plan is in place for the Chief Executive Officer, Board members and senior management and is reviewed regularly.					
60 Directors who have not been contributing to the governance of the organization, and are uninterested in improving their performance are asked to resign.					
61 Where the ethical or professional conduct of any director is called into question such director is asked to resign pending investigations.					
62 Board members bind themselves to uphold honor and respect the code of Ethics of the Corporation on first appointment and to resign where their actions are called into question.					
Part Five: Board Structure					
63 The Board has a balanced mix of Independent Non-Executive Directors.					
64 The roles of Chairperson of the Board and Chief Executive Officer are separated and held by different persons.					
65 The Board has established and appointed committees with defined terms of reference, composition and reporting requirements. These aspects are formally recorded.					
66 The committees have been established and appointed in light of:					
a) The need to increase the effectiveness of the Board by utilizing the specialized skills of Board members					
b) Need to provide support and guidance to management					
c) Need to ensure effective and independent professional consideration of issues such as audit reports, finance issues, etc.					
Part Five: Information and Communication					
67 Every Board member was supplied with all establishment instrument, all legal documents, mission statement, vision and strategy documents of the company on first appointment.					
68 Every Board member receives a copy of the Board manual together with a letter of appointment on first					

appointment.					
Tick only one option in the range of very poor (1) to very good (5)	1	2	3	4	5
69 Every Board member received copies of all policy documents including organization policy documents, personnel and financial manuals on first appointment and every time these are reviewed.					
70 Board members are encouraged to discuss matters with members of management after gaining the approval of the Chairperson or the Chief Executive Officer.					
71 The Board receives sufficient information from management in an appropriate format as determined by the Board.					
72 The Board's information requirements are communicated to management on a regular basis.					
73 Requested information is received in a timely fashion.					
74 The Board is proactive in developing an effective communication strategy for the Corporation.					
75 The Company/Corporation Secretary advises Board members regularly on matters of governance and the applicable law.					
Total score (per rage)					
Overall rating (Total Score ÷ The number of questions)					

Commitment

The rating has been discussed and agreed by the Board.

Signed.....Date.....

Name.....

Board Chairperson

Appendix: CHAIRPERSON OF THE BOARD

Board members shall evaluate the Chairperson

KEY ISSUES TO BE CONSIDERED

Generally those provided for by the existing Guidelines, namely:

- Provide overall leadership to the Board especially on areas of policy development;
- Maintain a close but independent working relationship with the Chief Executive Officer;
- Harness the collective skills of the Board and its Committees with those of the executive team ;
- Ensure timeliness and relevance of the information and material gains to the Board;
- Encourage directors to participate fully in the deliberations of the Board;
- Head the Board's evaluation process and generally demonstrate qualities of leadership;
- Conduct Board meetings professionally and efficiently;
- Be available to the Directors and the Chief Executive Officer; and
- Guide the Board decision making process and chair meetings of shareholders.

Name of the State Corporation.....

Name of person being evaluated/position

Date of appointment.....

End of term.....

Evaluation criteria

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

Tick only one option in the range of very poor (1) to very good (5)		SCORES				
		1	2	3	4	5
1	Providing overall leadership to the Board especially on areas of policy development.					
2	Maintaining a close but independent working relationship with the Chief Executive Officer.					
3	Harnessing the collective skills of the Board and its Committees with those of the executive team					
4	Ensuring timeliness and relevance of the information and material gains to the Board					
5	Encouraging directors to participate fully in the deliberations of the Board					
6	Heading the Board’s evaluation process and generally demonstrate qualities of leadership					
7	Conducting Board meetings professionally and efficiently					
8	Available to the Directors and the Chief Executive Officer					
9	Guide the Board decision making process and chair meetings of shareholders where applicable.					
	Total Scores (per range)					
	Overall rating (Total Score ÷ The number of questions)					

Commitment

The rating has been discussed by the Board.

Signed.....Date.....

Name.....

Director appointed by the Board for the purpose

Appendix 4: INDIVIDUAL DIRECTOR PERFORMANCE EVALUATION

Board members to be evaluated by the Chairperson

KEY ISSUES TO BE CONSIDERED

- ★ Strategic Thinking
- ★ Corporate Governance
- ★ Competence
- ★ Independence
- ★ Preparedness as a Director
- ★ Personal Attributes
- ★ Awareness of operational environment including stakeholders interests

Name of the State Corporation.....

Name of the Director.....

Date of Appointment.....

End of term.....

Evaluation criteria

Use a scale score of 1 [very poor] to 5 [very good] as appropriate. [i.e., 1 – Very poor; 2 – Poor; 3 – fair; 4 – Good and 5 – Very good]

Tick only one option in the range of very poor (1) to very good (5)	SCORES				
	1	2	3	4	5
Strategic Thinking					
1 Contribution to the strategic planning process					
2 Ability to contribute at a strategic level in Board debate					
Corporate Governance					
3 Understanding of the role of the Board (governance versus management).					
4 Acceptance of collective responsibility and Board room confidentiality.					
5 Level of understanding with regard to the legal and ethical responsibilities of the Board					
Competence					
6 Contribution to the Board: strengths, abilities, experience and judgment					
7 Availability and willingness to attend meetings and actively participate in the work of the collective agency					
8 Understanding the financial structure of the Corporation as a whole					
9 Understanding of the business of the Corporation as a whole					
10 Level of understanding of the relevant sector					
11 Communication with fellow Board members, CEO and stakeholders					

Tick only one option in the range of very poor (1) to very good (5)	1	2	3	4	5
12 Level of understanding of the market, the customer and quality focus					
Independence					
13 Confidence and courage of thinking, speaking and acting					
14 Ability to constructively debate in a reasoned manner					
15 Willingness to take an independent viewpoint					
Preparedness as a Director					
16 Preparation for meetings					
17 Contribution to committee work					
18 Willingness to give extra time with Chairman/CEO					
19 On relevant matters between meetings					
20 Knowledge of Corporation's key officers, managers and facilities					
Personal Attributes					
21 Attributes and skills brought to the Board					
22 Understanding of socio-economic issues facing the country and the business					
23 Level of ethical and moral judgment					
24 Preparedness to keep abreast with latest developments in the sector and in their corporate responsibilities					
Awareness of shareholders and Stakeholders					
25 Awareness of appointing authority and stakeholders expectations					
26 Understanding of sectoral reform					
27 Level of understanding of the Boards obligations to staff, the Government with respect to Board policy					
28 Understanding of the relationships between other key players in the sector					
Total Scores (per range)					

Overall rating (Total Score ÷ The number of questions)					

Commitment

The rating has been discussed between the Director and Board Chairperson

Signed

Name..... Date.....

Director.....Date.....

Appendix 5: CHIEF EXECUTIVE OFFICER'S PERFORMANCE EVALUATION

Name of the State Corporation.....

Name of the Chief Executive Officer.....

Date of Appointment.....

End of term.....

Name of the Chairperson.....

Evaluation criteria

Use a rating scale of 1 [very poor] to 5 [very good] as appropriate [i.e. 1 – very poor; 2 –poor; 3 – fair; 4 – good and 5 – very good] to evaluate performance

Tick only one option in the range of very poor (1) to very good (5)	SCORES				
	1	2	3	4	5
Strategy					
1 Recommending to the Board long term strategy and annual business plans and budgets					
2 Effective and efficient implementation of the strategic plan					
3 Continuous achievement of financial and nonfinancial Key Performance Indicators					
4 Leading change and change management					
Board Issues					
5 Ensuring accurate and relevant information to the Board in a timely manner					
6 Generating alternatives to inform Board decision making					
7 Effective implementation of corporate policies and programmes					
8 Ensuring compliance with the laws of the country					
9 Increasing customer and shareholder/public value					

10 Effective management of corporate risk					
11 Ensuring appropriate organizational and management structure					
Leadership					
12 Effective communication of vision, goals and values					
13 Fostering a culture that promotes ethical practices and good corporate citizenship					
14 Ensuring a conducive work environment for attracting, retaining and motivating employees					
15 Continuous improvement in quality and value of service					
16 Effective communication with shareholders and stakeholders					
17 Effective communication with the Board and employees					
18 Confidence and courage of thinking, speaking and acting					
HR Issues					
19 Ensuring alignment of HR to corporate strategy					
20 Ensuring succession planning, employee growth and development					
21 Safeguarding human capital necessary for optimal corporate performance					
Total Scores (per range)					
Overall rating (Total Score ÷ The number of questions)					

Comments.....
.....
.....

Recommendation.....
.....
.....
.....

Commitment

The rating, comments and recommendations have been discussed between the Chief Executive Officer and Board Chairperson

Signed

Chairperson.....Date.....

Appendix 6: DUTIES OF THE COMPANY SECRETARY

1.0 Summary Core Duties of a Company/Corporation Secretary

Some of the duties of the Corporation Secretary include but not limited to the list below. However, the Corporation Secretary may have to use her/his initiative to ensure that all core duties are fulfilled. The Corporation Secretary will also have to refer to all relevant legislation. The Corporation Secretary will be expected to fulfill the following duties: *(Adopted from ICSA handbook and customized for a corporation instead of a company)*

1.1 Board Meetings

- 1.1.1 Facilitating the smooth operation of the corporation's formal decision making and reporting machinery;
- 1.1.2 Organizing board and board committee meetings;
- 1.1.3 Formulating meeting agendas with the chairman and/or the chief executive and advising Management on content and organization of memoranda or presentations for the meetings;
- 1.1.4 Collecting, organizing and distributing information, documents or other papers required for the meeting;
- 1.1.5 Ensuring that all meetings are minuted and that the minute books are properly maintained and that all Board committees are properly constituted and provided with clear terms of reference.

1.3 Corporate Governance

- 1.3.1 Continually reviewing developments in corporate governance;
- 1.3.2 Facilitating the proper induction of directors into their role;
- 1.3.3 Advising and assisting the directors with respect to their duties and responsibilities, in particular compliance with Corporation Acts and other legal requirements;
- 1.3.4 Counseling them when preparing presentations and memoranda.

1.4 Non-Executive Directors

Acting as a channel of communication and information for non-executive directors.

1.5 Corporation Identity

Ensuring that all business letters, notices and other official publications of the corporation show the name of the corporation and any other

information as required by the statutes and that the corporation's name is displayed conspicuously outside all places of business.

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