



NAKURU CITY BOARD CHARTER



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The Board regards corporate governance as key to the achievement of the City mission and vision, and is committed to applying the core governance principles set out in this Board Charter.

The purpose of this Charter is to set out the key values and principles of the Board. It provides a concise overview of the role and responsibilities of the Board members; powers of the Board, various Board committees and their roles; separation of roles between the Board and Management and the policies and practices of the Board in respect to corporate governance matters. The Charter will therefore assist Board members in fulfilling their responsibilities as it sets out the duties, functions, powers, responsibilities, membership and operations of the Board.

The Charter also sets out some administrative and procedural matters applicable to the Board and the governance of the City

This Board Charter is subject to the provisions of the Urban Areas and Cities Act (UACA), The City Charter, Mwongozo and any applicable law or regulatory provision. The principles and policies contained in the Charter are in addition to and are not intended to change or interpret any statute, law or regulation.

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

1.1 Vision

A model city that enhances quality of life and fosters economic prosperity

1.2 Mission

To formulate & implement citizen-oriented policies, foster sustainable development and innovation and deliver quality services.

1.3 Core Values

To align the mission and vision of the City Board, every Board Member and staff as well as the stakeholders who engage with the board will be expected to internalize and commit to the following set of core values:

- **Transparency**

Transparency means operating in an open and honest manner, where information, decisions, and actions are communicated clearly and openly to all stakeholders, including employees, residents and partners.

- **Accountability**

Accountability means taking responsibility for one's actions, decisions, and outcomes. This will entail; ownership of decisions and actions while understanding that they are answerable for the consequences; Establishing clear performance metrics and targets to assess the effectiveness of projects, services, and initiatives. Providing regular updates to the public, stakeholders, and relevant authorities on the progress of projects and the utilization of resources.

- **Integrity**

Integrity is the adherence to strong moral and ethical principles in all aspects of the operations of the City Board.

- **Professionalism**

Professionalism refers to maintaining high standards of conduct, competence, and behavior while representing the City Board.

- **Innovativeness**

Innovativeness is the drive to create and embrace new ideas, products, processes, and technologies that lead to continuous improvement and a competitive advantage

- **Customer Focus**

Customer focus means putting the needs and interests of residents and customers at the center of the priorities and decision-making processes of the Board. It involves a deep understanding of residents and customers' preferences, expectations.

1.4 Statement on Good Governance

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

1. To observe high standards of ethical and moral behavior;
2. To act in the best interests of the City
3. To ensure that the Board acts as a good corporate citizen.

4. To recognize the legitimate interest of all stakeholders

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

1.5 Guiding principle

In line with section 3 of the Leadership and Integrity Act No. 19 of 2021 of the Laws of Kenya, the Board of Directors shall respect the values, principles and the requirements of the Constitution, including:

- 1 The national values and principles provided for under Article 10 of the Constitution.
- 2 The rights and fundamental freedoms provided for under Chapter Four of the Constitution;
- 3 The responsibilities of leadership provided for under Article 73 of the Constitution; The principles governing the conduct of state officers provided for under Article 75 of the Constitution;
- 4 The educational, ethical and moral requirements in accordance with Article 99 (1) (b) and 193 (1) (b) of the Constitution;
- 5 The values and principles of Public Service as provided for under Article 232 of the Constitution.

1.6 Objectives of the Charter

The purpose of this Charter is to set out the key values and principles of the Board. It provides a concise overview of the role and responsibilities of the Board members; powers of the Board, various Board committees and their roles; separation of roles between the Board and Management and the policies and practices of the Board in respect to corporate governance matters.

This Board Charter is subject to the provisions of the UACA, the City Charter, Mwongozo and any applicable law or regulatory provision.

1.7 Definitions

1. The Board. It is a corporate body with perpetual succession and a common seal

2. Board Committee. The committee of the Board consists of the members who are mandated to carry out specified functions, programs, or projects assigned by the Board.
3. Board members. In this Charter, Board members shall include the Chairperson, Vice Chairperson, and the CECM in-charge of Land, Physical Planning, Housing and Urban Development. The Board Shall consist of not more than 11members, six of whom shall be appointed through a competitive process by the County Executive Committee through the approval of the County Assembly.
4. Charter. A formal document that 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. The Charter provides the Board members with an opportunity to think creatively and critically about how their strategic and operational plans align with the Board's strategic direction and expectations, with respect to governance.
5. Fiduciary Duty. The duty for Board members to act in good faith and with utmost care, skill and prudence and in the best interest of the city.
6. Governance. The structure and system of rules, practices and processes by which an organization is directed, controlled and held accountable.
7. CECM. The county executive member who at the time is responsible for urban development
8. UACA. The Urban Areas and Cities Act, 2011 and Amendment (2019)

2.1 Size and Composition of the Board

Section 13 of UACA stipulates that a Board of a City shall consist of not more than eleven (11) members.

The membership of the Board will be constituted as follows:

- a) The County executive member responsible for cities and urban areas or his Representative;
- b) Six members who shall be competitively appointed by the County Governor with members who shall be competitively appointed by the approval of the County Assembly;
- c) Four members who shall be nominated by the following organizations and appointed by the County Governor, with the approval of the County Assembly.
 - 1. An umbrella body representing professional associations in Nakuru City;
 - 2. An association representing the private sector in Nakuru City
 - 3. A cluster representing registered associations of the informal sector in Nakuru City
 - 4. A cluster representing registered neighborhood associations in Nakuru City

In as much as practical, Board members should be drawn from various professions and sectors so as to achieve the City's vision.

2.2 Board independence

All Board members, including those nominated by stakeholders, should recognize that they owe their duties to the City Board and not their nomination stakeholders.

To enhance independence, the Board should avail an environment that ensures the members are critical and independent of one another so as to promote independent and objective judgment.

Board members should;

- a. Exercise independent judgment in discharging its duties.
- b. Disclose all real or perceived conflicts of interest and manage these within an agreed framework.
- c. Be free to seek independent advice in connection with their duties following an agreed procedure.
- d. Not have served in the same organization as an employee until a minimum period of five years has elapsed.

2.3 Term of office of Board Members

A member of a Board shall hold office for a term of five years, on a part-time basis as prescribed in the Urban area and Cities Act section 15

2.4 Vacation of Office and Resignation of Board Members

Vacation of office

A member of a Board shall cease to hold office as prescribed in the Urban Areas and Cities Act 2011 section 16 and its regulation of 2019.

Resignation

A Board member may resign at any time by giving notice, in writing to the appointing authority (H.E. The Governor) copied to the chairperson of the Board and the City Manager.

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

2.5 Chairperson and Vice-Chairperson

During the first regular meeting of the Board, members will elect from amongst themselves, a Chairperson and Vice Chairperson

The CECM shall not be eligible to be elected as a Chairperson or Vice Chairperson of the Board.

The Chairperson and the Vice-Chairperson of the City Board shall at all times be of different gender.

2.5.1 Powers and functions of the Chairperson and Vice Chairperson

- a) The Chairperson shall be the head of the City Board with non-executive powers
- b) Chairing the meetings of the City Board.
- c) Perform such other duties as may be delegated by the City Board.

The Vice-Chairperson shall, in the absence of the Chairperson, perform the functions of the Chairperson and shall perform such other functions as may be delegated by the Chairperson.

2.6 The City Manager/ Secretary to the Board

The city manager shall implement the decisions and functions of the board and shall be answerable to the board.

The City Manager is an ex-officio Board member with no voting rights and plays separate and distinct roles with the Board members but work together to achieve Nakuru city goals. He/ She will be the administrative head of the Nakuru City and the secretary to the City Board.

The City Manager shall be responsible for timely implementation and communication on board resolutions and oversee functions delegated to the Board by the County Government. The city manager is the AIE (Authority to Incur Expenditure) holder for the board.

The Manager will be recruited competitively by the County Public Service Board in consultation with the Board as provided in Urban Areas and Cities Act and serve for a period of 6 years renewable only once.

The Board should provide the manager with:

- a) Defined performance goals as stipulated in UACA and City Charter
- b) Regular formal performance review feedback;
- c) Constructive informal feedback on job performance;
- d) Prompt response to request for guidance or assistance.

The Manager should:

- a) Demonstrate commitment to the Board's vision, mission, core values and mandate;
- b) Achieve set performance objectives and targets;
- c) Put in place effective administrative structures, processes and systems;
- d) Provide regular, thorough and prompt communication to the Board on key technical, financial and administrative matters;
- e) Effectively represent the board to stakeholders and enhance its public image
- f) Promptly respond to Board member's request for information.
- g) Coordinate Board Audit processes

As secretary to the board the manager will

- a) Provide guidance to the Board and Board members individually on their duties, responsibilities and powers and how these be exercised in the best interests of the Board

- b) Ensure that board procedures are followed and reviewed regularly, and that the Board complies with the Law, rules and regulations;
- c) Assist the Chairperson in organizing Board activities, including providing information, preparing agenda, issuing notices and preparing for meetings, board evaluations and board development programs;
- d) Provide secretarial services to the Board including ensuring that the Board work plan is prepared and adhered to, circulating board papers in advance of the meeting, keeping a record of attendance at meetings, keeping safe custody of the seal and a record of its usage
- e) Ensure that the minutes of the Board and Board committees are promptly prepared and circulated;
- f) Keep the Board abreast of and informed on, current governance thinking and practice; and
- g) Coordinate the governance audit process.

2.7 Separation of Roles

1. The role of the Board should clearly be separated from that of the Management.
2. The office of the Chairperson and that of the City manager should be held by different persons.

2.8 Relationship between Board and Management

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

2.9 Board Members access to Employees

Board members should have full and free access to employees of the Board but such access should be arranged through the City manager. The Committee chairs will have access to the committee administrators to ensure effective running of the committees.

The Board members will use their judgment to ensure that any such access does not disrupt the operations of the Board and the access be further guided by principles of management.

2.10 Board committees

The Board may discharge any of its responsibilities through Board Committees appointed from amongst its members with requisite skills and competence subject to the applicable laws. In the event that a committee lacks specific skills within its membership, the Board may co-opt skilled non-Board members to serve in the committee, provided that the chair of a committee shall not be a co-opted member or the chairperson of the Board. The Board may, from time to time, rotate Board members between the committees.

The Board remains collectively responsible for the decisions and actions taken by any committee.

A committee may only perform the tasks delegated to it by the Board and may not exceed the authority or powers of the Board.

The Chairperson of each committee, in consultation with the Board, will determine the frequency of committee meetings as is necessary to fulfill the Committee's functions.

The Chairperson of each committee, in consultation with management, will develop the committee's agenda and copy the Board Chairperson.

The committees will promptly report to the Board any actions taken for ratification and any major developments that they become aware of.

The Board shall, as set out in the terms of reference of the respective committees, receive a report of the committee's findings, committee requests and action plans through Board papers.

The Board has established the following committees: (Terms of reference annexed)

1. Urban Planning and Infrastructure Committee
2. Finance and Administration Committee
3. Trade, Tourism and Investment Committee
4. Water, Environment and Sanitation Committee

Every committee will have one Board member as a chairperson and an administrator with relevant expertise drawn from the city management staff.

The Board may establish any other adhoc committees to handle any special business and other committees from time to time.

Specific Terms of Reference of any committee of the Board shall be developed by the Board in line with any guiding policy framework.

Performance Management

Nakuru City Board will;

1. Come up with a performance management system that is linked to the mandate of the Board and specifically from delegated functions which is aligned to the Strategic Plan, IDEP, CIDP
2. Set performance targets that will form the basis of performance evaluation.
3. Ensure that the performance targets are Specific, Measurable, Attainable, Realistic, and Time bound (SMART).
4. Ensure that the performance targets are cascaded to the management and staff of the organization through a performance management system.
5. Continually monitor the Board performance and identify areas that require improvement.

All management staff will sign a performance contract in accordance with public service principles and regulations.

Role of the Board

Subject to the Urban Areas and Cities Act, 2011, Nakuru City Board has all the powers and perform all functions vested in Board as specified in the Urban Areas and Cities Act, the County Government Act, the City By-laws or any other written legislation. All powers of the City is vested in the Nakuru City Board.

Subject to the Constitution and any other written law, Nakuru City Board is to exercise executive authority as delegated by the County Executive Committee of the County Government of Nakuru within the boundaries of the City of Nakuru and pursuant to section 21(2) of the Urban Areas and Cities Act;

1. Ensure provision of services to Nakuru City residents
2. Promote constitutional values and principles
3. Ensure the implementation and compliance with policies formulated by both the National Government and County Government of Nakuru;
4. Make By-laws or make recommendations for issues to be included in By-laws;
5. Ensure participation of the residents in decision making, its activities and programs
6. Exercise such other powers as may be delegated by the County Executive Committee of the County Government of Nakuru or county legislation.

Functions of Nakuru City Board

Subject to the provisions of the Urban Areas and Cities Act section 20, a Nakuru City Board of shall

- a) oversee the affairs of the city;
- b) develop and adopt policies, plans, strategies and programmes, and may set targets for delivery of services;
- c) formulate and implement an integrated development plan;
- d) control land use, land sub-division, land development and zoning by public and private sectors for any purpose, including industry, commerce, markets, shopping and other employment centres, residential areas, recreational areas, parks, entertainment, passenger transport, agriculture, and freight and transit stations within the framework of the spatial and master plans for the city as may be delegated by the county government;
- e) as may be delegated by the county government, promote and undertake infrastructural development and services within the city
- f) develop and manage schemes, including site development in collaboration with the relevant national and county agencies;
- g) maintain a comprehensive database and information system of the administration and provide public access thereto upon payment of a nominal fee to be determined by the board;
- h) administer and regulate its internal affairs;
- i) implement applicable national and county legislation;
- j) enter into such contracts, partnerships or joint ventures as it may consider necessary for the discharge of its functions under this Act or other written law;
- k) monitor and, where appropriate, regulate city and municipal services where those services are provided by service providers other than the board of the city;
- l) prepare and submit its annual budget estimates to the relevant County Treasury for consideration and submission to the County Assembly for approval as part of the annual County Appropriation Bill;
- m) as may be delegated by the county government, collect rates, taxes levies, duties, fees and surcharges on fees;
- n) settle and implement tariff, rates and tax and debt collection policies as delegated by the county government;
- o) monitor the impact and effectiveness of any services, policies, programmes or plans
- p) establish, implement and monitor performance management systems;
- q) promote a safe and healthy environment;
- r) facilitate and regulate public transport; and
- s) perform such other functions as may be delegated to it by the county government or as may be provided for by any written law.

Powers of boards of cities

According to Sec 21 (1) of UACA no 13 of 2011: Subject to the Constitution and any other written law, the board of a city shall, within its area of jurisdiction—

- a) exercise executive authority as delegated by the county executive;
- b) ensure provision of services to its residents;
- c) impose such fees, levies and charges as may be authorised by the county government for delivery of services by the city;
- d) promote constitutional values and principles;
- e) ensure the implementation and compliance with policies formulated by both the national and county government;
- f) make by-laws or make recommendations for issues to be included in by-laws;
- g) ensure participation of the residents in decision making, its activities and programmes in accordance with the Schedule to this Act;
- h) exercise such other powers as may be delegated by the county executive committee.

Notwithstanding any other provision in the Act as above, the board of a city shall exercise such executive authority as may be delegated by the county executive committee for the necessary performance of its functions under the UACA.

Responsibilities of Individual Board Members

Each Board member is expected to;

- Exercise the highest degree of care, skill and diligence in discharging their duties
- Act in the best interest of Nakuru City Board
- Act honestly at all times and must not place themselves in a situation where their personal interests conflict with those of the Nakuru City Board
- Exercise independent judgment
- Devote sufficient time to carry out their responsibilities, regularly update their knowledge and enhance their skills.
- Promote and protect the image of the board;
- Owe their duty to Nakuru City Board and not to the nominating or appointing authority
- Owe the board the duty to hold in confidence all information available to them by virtue of their position as a Board member.

Principles of public service

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

- a) High standards of professional ethics;
- b) Efficient, effective and economic use of resources
- c) Responsive, prompt, effective, impartial and equitable provision of services;
- d) Involvement of stakeholders in policy making;
- e) Accountability for administrative acts;
- f) Transparent and timely provision to the public of accurate information;
- g) Fair competition and merit as the basis of appointments and promotions;
- h) Representation of Kenya's diverse communities; and
- i) Affording adequate and equal opportunities for appointment, training and advancement, at all levels of public service, of men and women, members of all ethnic groups and persons with disabilities.

- City Board meetings will be held at least four (4) times a year, and not more than 4 months shall elapse between the date of one meeting and the date of the next meeting to effectively lead the board.
- A schedule of dates of the meetings will be agreed upon by the Board members and set out in the Board work plan.
- Notices of the location and the timing of meetings will be issued prior to the meetings. The Board work plan may be adjusted if deemed necessary by the Board.
- The quorum for a Board meetings is majority of the members of the Board.
- The quorum for Board committee meetings will not be less than three (3) members. Board members are expected to attend Board meetings of the committees on which they serve.
- The Chairperson or Committee Chairpersons through the manager and committee administrators respectively may from time to time invite senior managers, other employees and advisors to attend Board or Committee meetings whenever deemed appropriate.
- The Chairperson may, and upon request in writing by at least one-third of the members of the Board convene a special meeting to discuss any urgent Board business.
- The Chairperson/ Vice Chairperson will chair all Board meetings and in their absence or inability to chair for whatever reason, the members present will appoint one of their members to preside over the meeting.
- Board papers should be made available to Board members not less than seven (7) days before the date of the meeting.
- Board members should dedicate adequate time and effort for meetings.

3.1 Notice and Agenda for Meetings

- The City Manager with the approval of the Board Chairperson will issue a notice and agenda of Board and/or committee meetings at least fourteen (14) days prior to the meeting.
- Each Board member is free to suggest the inclusion of an item or items on the agenda by providing notice to the Chairperson at least ten (10) days' prior to the meeting, to enable preparation.
- Additional agenda items may be included in the agenda during the meeting subject to approval by the Board or the committee.

- Save for the additional agenda items, the agenda for the meetings will be aligned to the Board's work plan which will establish a schedule of agenda subjects to be discussed during the year to the degree this can be foreseen.
- Board members should review these materials in advance of the meeting to enhance effectiveness.
- Board Meetings may be convened at any time without such prescribed notices in case of urgent or special circumstances as determined by the Chairperson.

3.2 Cancellation of Board Meetings

In the case of special circumstances where a scheduled Board Meeting of the city board must be cancelled after meeting notices have been sent to the members, the meeting may be cancelled if the person with convening right notifies the members in writing at least three days prior to the scheduled meeting date.

In the case of urgent circumstances where the scheduled Board Meeting must be cancelled and it is impossible to notify the members prior to the time specified above, the meeting may be cancelled if the person with convening right notifies the Directors by telephone or other means at least three hours prior to the scheduled meeting time and confirms that each Director has received such notice.

3.3 Venue of Meetings

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

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

3.4 Attendance of Meetings

The City Manager who is the secretary of the Board should attend all Board meetings and in his/her absence or inability to attend for whatever reason, the Board will appoint a Secretary for the meeting from amongst the management staff of the Board. Other members of the senior management shall also attend a Board meeting in whole or in part upon request by the Board members.

A Board member who is unable to attend a meeting will explain their absence to the Chairperson and notify the city manager for the purpose of recording the apology.

4.1 Chairing of Meetings

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

4.2 Constitution of the Meeting

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

4.3 Protocol of Board Meetings

The Chairperson, having ensured that the meeting is properly constituted, will also ensure that the agenda is adapted, conflict of interest recorded and at an appropriate time during the meeting, the minutes of the previous meeting are confirmed and matters arising handled. A special meeting of the board or Board Committee will not discuss any matter other than that specified in the agenda.

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

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

- 6 If a statement of a Board member or participant in the meeting via tele/video conferencing is interrupted or garbled, the Chairperson shall request for a repeat or reiteration;
- 7 The Chairperson should ensure that resolutions are clarified for record purposes; and
- 8 The Chairperson should ensure that the agenda is suitable for tele/video conferencing

4.4 Conflicts of interest

The Board should ensure that a policy on the management of conflict of interests is in place.

Board members should:

- a) Declare any real or perceived conflict of interest with the Board during the meeting of the Board.
- b) Declare to the Board any real or perceived conflict of interest that may subsequently arise.
- c) Not take part in any discussions or decision-making regarding any subject or transaction in which they have a conflict of interest.
- d) Not influence in any manner whatsoever decision making on any matter in which they have interest.

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

Conflict may also arise where a Board member uses their office for personal gain.

4.5 Decision-Making

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

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

Approval of resolutions by circulation shall be effected in writing by all Board members. Objection to this method of adoption or to the proposed resolution should also be in writing.

4.6 Resolutions and Minutes

Minutes must be drawn up for every Board and committee meeting in the agreed format, with resolutions highlighted therein and recorded in the resolutions register. A template is annexed herein.

The draft minutes shall be circulated to the Chairperson of the Board or Committee latest two (2) days after the meeting by hand or by e-mail or by any other recognized electronic means for their comments within 2 days and the meeting action points shared with management for implementation.

Minutes shall thereafter be shared with the board members and whether present at the meeting or not, they shall communicate their comments, if any, in writing on the draft minutes within seven (7) days from the date of circulation thereof, so that the Minutes are finalized and entered in the Minutes Book within a specified time limit of thirty days.

Upon confirmation, the minutes should be signed by the Chairpersons and added to the records of the City Board.

Substantial corrections to previous minutes will be recorded in the minutes of the meeting where the corrections are made and adopted by the Board members.

Urgent resolutions may be drawn up and signed immediately in the relevant meeting.

4.7 Implementation of Resolutions

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

5.1 Liability of Board Members

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

5.2 Access to information and independent advice

The Board may from time to time require independent legal, financial, governance or any other expert advice. To facilitate this, the Board will establish a process for the members to obtain external advice at the Board's expense and to invite Senior Management to provide technical advice when needed. The Board will also establish procedures to allow its members access to relevant, accurate and complete information and professional advice in order to discharge its duties effectively.

5.3 Board Training

Each Board member shall participate in an induction program that is tailored to effectively orient the member to the Board's roles and functions, strategies, objectives, policies, procedures, operations and senior management.

The induction shall also include all the necessary information that shall be required by a member for effective performance on the Board.

Board members should have a clear understanding of their roles and be able to exercise sound and objective judgment about the affairs of the Board.

The Board shall ensure adequate Board development through continuous training to keep the Board well informed on critical information pertinent to service delivery.

The Board shall conduct an annual review to identify the training needs for each member and management staff on a regular basis and facilitate up skilling as well as continuous development.

5.4 Board evaluation

For improved Board effectiveness, the Board shall carry out an assessment of its performance the performance of the Chairperson, that of its committees, individual members, and the city manager. The Board shall discuss the results of the evaluation exercise which shall also inform the Board on the training needs for its members.

5.5 Confidentiality agreement

All Board members and staff must sign a confidentiality agreement. Sample of the confidentiality agreement is annexed herein.

5.6 Code of conduct

The Board shall adopt a Code of Conduct annexed herein, for all members and management staff that addresses, among other things, conflict of interest and which shall be reviewed and updated regularly.

5.7 Independent Advisors

Board members may individually and collectively seek independent advice in connection with their duties in the board as and when required.

5.8 Interaction with Stakeholders

Only designated representatives of the City Board shall communicate on behalf of the City Board with the County Government, Media, stakeholders and the general public.

The City Board will engage the public via public participation and citizen fora as prescribed in the Urban Areas and Cities Act. All interactions will be recorded.

5.9 Board Remuneration

Board members will be remunerated for their services in accordance with the provision in Urban Areas and Cities Act and/or with guidance from the Salaries and Remuneration Commission.

The chairperson, vice chairperson and members of a Board will not draw a salary from the Board but shall be paid such allowances and benefits as the county executive committee shall, with the approval of the county assembly

5.10 Corporate Citizenship

The Board should disclose its policies on corporate social responsibility and investment.

The Board should ensure:

1. They develop a policy on good corporate citizenship and fully implement it.

2. That a sustainable and appropriate budget is factored in during planning for corporate social responsibility and investment.
3. That the organization respects and promotes sustainable environment.

The Board will review this charter annually to ensure it remains consistent with the Board's objectives and responsibilities

ADDENDUM

This Charter shall come into force on May 31, 2023.

Date Amended:

1. Code Of Conduct and Ethics
2. Confidentiality agreement
3. Committee terms of reference
4. Resolution Register Template

Nakuru City

Board of Directors Code of Conduct and Ethics

The following Code of Conduct sets standards for how the board interacts with itself, makes decisions and works with staff. As individual members of this board, we will conduct ourselves in a manner that respects appropriate decorum. Specifically,

1. We will not attempt to exercise individual authority over the organization.
2. We will not express individual judgments about the performance of a Director or staff
3. We encourage responsive and attentive listening. We are committed to positive and constructive forms of interaction.
4. We recognize that differing viewpoints are healthy in the decision-making process. We have the right to disagree, but will do so without being disagreeable. Once the board takes action, board members will not create barriers to implementing board policy.
5. We function as part of a team. Board members should bring issues to the attention of the full board, not to other individual board members.
6. We will conduct ourselves with courtesy toward each other and staff members during board meetings.
7. We will distribute written information or board documents through the manager and board chairperson before meetings.
8. We recognize the value of the chain of command. When approached by staff, constituents or the public, we will channel all inquiries to the chairperson.
9. We will develop a working relationship amongst ourselves so that issues and concerns can be discussed openly and comfortably.
10. We will come to meetings prepared and informed about the upcoming issues and stay on task as to be respectful of everyone's time.
11. We will respect the confidentiality of privileged information which comes before the Board and will not discuss confidential matters of the Board outside of Board or Committee meetings.
12. We will attend all regular Board meetings and events insofar as possible to include retreats and orientations.

By signing below, I agree to abide by the Code of Conduct listed above.

Signature: _____ Date: _____

CODE OF CONDUCT AND ETHICS

1.0 Introduction

The Code of Conduct and Ethics for Nakuru City Board focuses on ethical conduct and integrity at the workplace. It defines the Boards commitment to the highest standards of behaviour so as to contribute to the achievement of the national, county and city development goals.

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

The Code cannot cover everything; it is therefore essential that you understand applicable laws and detailed policies that are relevant to your role. It is also important that the Code is not used as a substitute for the good judgment expected of Board members and employees working for the Nakuru City Board.

1.2. Objective

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

1.3. Application

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

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

2. Values

2.1 Respect for People

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

2.2 Integrity

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

2.3 Transparency and Accountability

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

2.4 Stewardship

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

All transactions of the organization must be reflected accurately and fairly in the books of accounts.

Falsification of asset records or misrepresentation of facts will constitute fraud.

2.5 Excellence

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

3. Conflict of Interest

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

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

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

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

3.1 Prevention of Conflict of Interest

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

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

Excuse themselves, or anyone who works for them, from any decision-making that may create a conflict of interest with their private interests;

- a) Disclose in writing, to the relevant authority the facts and explain the circumstances that create or could create the conflict of interest;
- b) Seek guidance from the immediate authority;
- c) Seek additional legal or financial guidance if you are a Board member;
- d) Conduct your relationship with contractors and suppliers in a professional, impartial and competitive manner;
- e) Refrain from the direct or indirect use of, or allowing the direct or indirect use of organization property, for anything other than officially approved activities;
- f) Maintain the impartiality of the public service and not engage in any outside or political activities that impair or could be seen to impair their ability to perform their duties in an objective or impartial manner;
- g) Be aware that the acceptance of any offer of future employment including consultancy or directorship with a contractor, supplier, customer or business partner constitutes a potential conflict of interest;

- h) Ensure that concurrent outside appointments, such as to a Board of directors, are managed appropriately and that any resulting conflicts of duties are resolved in the public interest; and
- i) Declare to the relevant authority, a benefit or income received either directly or indirectly from a contract with external parties on contractual or other arrangements. The relevant authority will determine whether the arrangement presents a real, apparent or potential conflict of interest, and may require that the contract be modified or terminated.
- j) Similarly, a Board member or employee should not:
 - Get involved in the hire, supervision, management or career planning of any relative;
 - Make improper use of one's position or of confidential information gained in that position to achieve personal interests or direct gain;
 - Allow relationships with contractors and suppliers to influence business decisions made on behalf of the organization; and
 - Accept gifts or inducements, including hospitality that may place you under an obligation.

3.2 Use of Information Communication Technology

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

3.3 Gifts, Hospitality and other Benefits

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

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

3.4 Solicitation

With the exception of fundraising for officially supported activities such as those relating to corporate social responsibility, Board members or employees may not solicit gifts, hospitality, other

benefits or transfers of economic value from a person, group or company who has dealings with the organization.

3.5 Register of Conflict of Interests

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

4. Whistle-Blowing

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

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

5. Resolution

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

In the event of an ethical dilemma or dispute, Board members and management may seek advice and support from other appropriate sources such as the Ethics and Anti-Corruption Commission (EACC), and any other oversight body.

ACCEPTANCE

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

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

.....
Full Name of Board Member/Employee Signature

.....
Position

.....
Date

LANDS, URBAN PLANNING & INFRASTRUCTURE COMMITTEE.

The terms of reference shall include but not limited to the following:

- a. Oversee and provide guidance for delivery of Technical and Operational functions of urban planning of the Municipality;
- b. Monitor and ensure that the Municipality Planning operations remain aligned to its members
- c. Control, land sub-division, land development and zoning by public and private sectors for any purpose, including industry, commerce, markets, shopping and other employment centres, residential areas, recreational areas, parks, entertainments, passenger transport, agriculture, and freight and transit stations within the framework of the spatial and master plans for the Municipality as delegated by the County Government of Nakuru;
- d. Oversee and ensure good working relationship between the Municipality and its stakeholders;
- e. Oversee research and surveys in land, urban planning and urban management;
- f. Evaluate the effectiveness of the Municipality's technical processes and standards on lands and infrastructure;
- g. Ensure there is consistency between land, urban planning and infrastructure development activities of the Municipality and the Municipality's Strategic Plan;
- h. Review the Municipality's lands and other assets inventory and advice on how to develop that inventory in line with the Municipality's Strategic Plan.
- i. Review the Municipality's management reports on lands, urban planning and infrastructure performances and stakeholders' management;
- j. Review and monitor the Municipality's proposed and on-going implementations and undertakings in lands, urban planning and infrastructure;
- k. Review and assess the urban planning impact of the Municipality's services on the local communities and other stakeholders;
- l. Evaluate, as required, technical aspects of any proposed ventures and projects and advice the Board on the conclusions reached;
- m. Develop or adopt policies, plans, strategies and programme and set targets for service delivery in lands, urban planning and infrastructure;

- n. Formulate and implement an integrated development plan in lands, urban planning and infrastructure; these should include and not limited to urban mobility plan and use of public spaces.
- o. Developing and managing schemes, including site development in collaboration with the relevant national and county agencies;
- p. Monitoring and, where appropriate, regulating municipal services where those services are provided by service providers other than the Board of the Municipality in regards to lands, urban planning and infrastructure;
- q. Collecting rates, taxes, levies, duties, fees and surcharges on fees lands, urban planning and infrastructure as delegated by the County Government of Nakuru

FINANCE & ADMINISTRATION COMMITTEE

The terms of reference shall include, but not limited to the following: -

- a. Develop and adopt policies, plans, strategies and programmes and set targets for service delivery;
- b. Maintain a comprehensive database and information system of the administration;
- c. Administer and regulate internal affairs of the Board
- d. Implement applicable National and County legislation;
- e. Enter into contracts, partnerships or joint ventures as it may consider necessary for the discharge of its functions;
- f. Monitor and regulate Municipal services where those services are provided by service providers other than the Board of the Municipality;
- g. Prepare and submit annual budget estimates to the County Treasury for consideration and submission to the County Assembly for approval as part of the annual County Appropriation Bill;
- h. Collect rates, taxes levies, duties, fees and surcharges on fees as delegated by the County Government of Nakuru;
- i. Settle and Implement tariff, rates and tax and debt collection policies as delegated by the County Government of Nakuru;
- j. Monitor the impact and effectiveness of any services, policies, programs or plans;

- k. Establish, implement and monitor performance management systems; and
- l. Perform any other finance and administration functions as may be legislated or delegated by the County Government of Nakuru.

WATER, SANITATION AND ENVIRONMENT COMMITTEE

The terms of reference shall include, but not limited to the following: -

- a) Develop and adopt policies, plans, strategies and programs, and may set targets for delivery of services;
- b) Enter into such contracts, partnerships or joint ventures as it may consider necessary for the discharge of its functions under this Act or other written law;
- c) Monitor and, where appropriate, regulate city and Municipal services where those services are provided by service providers other than the board of the city or Municipality;
- d) Monitor the impact and effectiveness of any services, policies, programs or plans;
- e) Promote a safe and healthy environment;
- f) Oversee and ensure good working relationship between the Municipality and its stakeholders;
- g) Oversee and provide guidance for delivery of solid waste management services and general sanitation;
- h) Evaluate the effectiveness of the Municipality's technical processes and standards on sanitation and environment;
- i) Perform such other functions as may be delegated to it by the Municipal Board.

TRADE, TOURISM AND INVESTMENT COMMITTEE

The terms of reference shall include, but not limited to the following: -

- a) Enter into such contracts, partnerships or joint ventures as it may consider necessary for the discharge of its functions under this Act or other written law;
- b) Promotion, regulation and provision of municipal sports and cultural activities;
- c) Maintenance and regulation of urban commerce, Municipal markets and abattoirs;
- d) Promotion and regulation of urban agriculture;
- e) Perform such other functions as may be delegated to it by the Municipal Board

