

EAST AFRICA SCIENCE AND TECHNOLOGY COMMISSION (EASTEKO)

GOVERNANCE BOARD MANUAL

2017



EAST AFRICAN SCIENCE &
TECHNOLOGY COMMISSION

EASTEKO

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PREFACE

Corporate Governance seeks to create organizations that are governed transparently and with integrity and which are accountable and responsible, and operate efficiently and effectively.

Board's responsibilities are both general and specific, and include:

- 1 Ultimate accountability for all aspects of the EASTECO's affairs, and
- 2 Specific responsibilities cutting across governance regimes including:
 - a) Determining the overall direction of EASTECO, and
 - b) Ensuring probity and efficiency of governance

In order to carry out these functions Board must establish and maintain a robust governance framework and internal control environment. Transparency and accountability are key elements of good corporate governance.

Good governance for EASTECO means:

- focusing on the organization's purpose and on outcomes;
- performing effectively in clearly defined functions and roles;
- promoting values for the whole organization and demonstrating these values through good behavior and example;
- taking informed, transparent decisions and managing risk;
- developing the capacity and capability of the organization, including Board, to be effective; and;
- engaging stakeholders and making accountability real.

Weak governance practices may lead to inefficiencies, low productivity, corruption and consequently retard economic growth and development of the Community.

In order to address the above mentioned concerns, as well as adopting good corporate governance, the EASTECO has developed this Manual to streamline corporate governance practices.

It is expected that the implementation of this manual will accomplish the following:

- Improved strategic direction of EASTECO;
- Enhanced appreciation of the duties and responsibilities of a Board/Board member;
- Strengthened oversight responsibilities of Governing Board;
- Improved relationship between the Board, Management and staff
- Increased responsibility, transparency, accountability, efficiency and effectiveness.
- Adherence to set guidelines and standards ;
- Effective and efficient management of the Commission for the achievement of the stated objectives;
- Improved risk management and reduced leakages within the Commission;
- Enhanced and sustained stakeholder satisfaction; and
- Improved overall operational performance of the EASTECO.

It is the hope of EASTECO that this Manual will be adopted and effectively used by the Board Members and indeed the staff of EASTECO.

Glossary of Terms

Board	Governance Board of EASTECO
Board Matters	Activities, meetings, tasks, duties, responsibilities of the board and items for the Board's consideration
Commission	The East African Science and Technology Commission (EASTECO) established under Article 3 of the Protocol
Community	The East African Community establishment under Article 2 for the Establishment of the East African Community;
Council	The Council of Ministers of the Community established under the Treaty
Partner States	The parties of the Treaty
Sectorial Council	Means the Sectorial Council responsible for Science and Technology
Chairperson	A person who is appointed by the Governance Board members to the position of the Chair of the Governance Board and in the case of the Board Committees, one appointed to the Board Committees
Manual	EASTECO Board Manual
Committee	Board Committees appointed to carry out various functions
Executive Secretary	A person appointed by the Council to head the Senior Management team and responsible for the day to day management of the EASTECO and its operations and will also be the Accounting Officer for purposes of the requirement of the Protocol

1. INTRODUCTION

There is a growing demand on Government to be more transparent and accountable to its citizens. One of the pillars for the promotion of transparency and accountability is good governance. In simple terms, good governance refers the adherence to laid down policies, rules, regulations, structures and practices that lead to the achievement of expected results. In a situation where such rules, regulations, structures and practices are weak or not adhered to, good governance ceases to exist.

This Manual sets out the roles, responsibilities and accountabilities of EASTECO Board, the Board Chairperson and Committees seeking to discharge their responsibilities in accordance with Corporate Governance best practices

Detailed guide on Governance Board Members activities that help the Board to discharge their responsibilities is also documented in this manual.

There are certain factors which impede efforts to promote good corporate governance in public service organizations. Key among them is the lack of clearly defined interface between political office holders and the Boards on one hand and political office holders and Management of Agencies on the other. This results in unhealthy relationship between Boards and Management, developing into conflicts to the detriment of the organisations.

These challenges, coupled with the numerous complaints received, have necessitated the development of a Governance Manual by to guide Boards, Management and Sector Ministers on their governance functions, roles and responsibilities. It is therefore for this reason that EASTECO is desirous of urgently developing a Board Manual.

This Manual defines the role of EASTECO's Board and delineates how the Board will carry out its responsibilities. It sets out the roles, responsibilities and accountabilities of EASTECO Board, the Board Chairperson, Committees, and Members within the parameters of the EASTECO regulations. The Manual make clear Board intent, goals, and aspirations, promotes consistency of Board action and clarify Board member's roles, responsibilities, and commitments.

The purpose is to:

- ✚ Make clear Board intent, goals, and aspirations
- ✚ Promote consistency of Board action
- ✚ Clarify Board member's roles, responsibilities, and commitments

This manual documents EASTECO's Corporate Governance practices. The creation of an effective Board and senior management culture is of great importance and so The Commission intends that this manual will guide the actions of management, members of the Board and the Board itself.

In adopting this manual, the Board of EASTECO formally recognizes:

- ✚ The specific behaviors EASTECO Board members should exhibit to lead by example;
- ✚ The respective roles, responsibilities and authorities of the Board (both individually and collectively) and of Management;
- ✚ The accountability of the Board and Management to the Commission and its stakeholders;
- ✚ The right balance of authority so that no single individual has unfettered powers; dissent is an obligation until a decision is made; and the interest of the EASTECO as a whole is paramount;
- ✚ The promotion of ethical and responsible decision-making by the Board based on standards of ethical behavior required of each Board Member and key Executives.

This manual will enable:

- ✚ The development of a shared agreement and understanding of corporate governance throughout EASTEKO;
- ✚ A basic authority for raising unproductive issues that are often the root cause of difficulties in the Board room;
- ✚ The development of high performance Board work groups whose members trust and challenge one another and engage directly with senior managers.

This manual will be amended from time to time. After each set of amendments the manual has the force of a binding resolution of the Board until further amended. Further development and regular review of the manual is the responsibility of the Board.

In this manual, any reference to the singular includes the plural and vice versa, and reference to the masculine gender includes the feminine gender

2. EASTECO OVERVIEW

2.1 History








The Republics of Kenya, Uganda and Tanzania, Rwanda and Burundi have enjoyed and continued to enjoy close educational, scientific, technological, social and economic, cultural and other ties for their mutual benefit. During the existence of the former East African Common Services Organization and the former East African Community, the said countries benefited from certain services that were administered under the East African Social Services Council through Sectorial Committees;

Notwithstanding the breakup in 1977 of the former East African Community, the scientific and technological institutions in the said countries, having regard to the interest of the desire to cooperate, continued to informally cooperate and formally seek mechanisms to re-establish a framework for formal cooperation.

The Mandate of EASTECO

To coordinate and facilitate the activities of the Partner States and national Science and technology institutions (including the relevant national

Commissions/Councils to promote the development and application of science, technology and innovation in all its aspects including)

-  *Policy development*
-  *Research and development.*
-  *Knowledge and skills development.*
-  *Technology acquisition, adaptation and utilization.*
-  *Administrative issues*
-  *Resource mobilization and utilization*
-  *Program, product and project development and implementation.*

The revival of the East African Community presents the said countries an opportunity and a framework for accomplishing the interest and the desire to cooperate in the scientific and technological fields.

Therefore in recognition of the fundamental importance of collaboration in Science and Technology for Economic Development, as stated in Article 103 of the Treaty for the Establishment of the East African Community, the Partner States have agreed to establish The East African Science and Technology Commission (EASTEKO)

The East African Science and Technology Commission (EASTEKO) has been established as a semi-autonomous institution of the EAC by the 5th Extra-ordinary Summit of the EAC Heads of State held on 18th June 2007, in accordance with Chapter 16, Article 103 (a) of the Treaty on the Establishment of the East African Community, where the Partner States undertook to promote cooperation in the development of Science & Technology within the Community.

EASTEKO is composed with a Secretariat and a Governing Board, and it is governed by the Protocol on the establishment of the East African Science and Technology Commission, 2007, which provides for the objectives, functions, composition, and the administrative and financial provisions of the Commission.

The operationalization of the Commission was finalized in 2015 with a Secretariat appointed

therefore and the EASTECO Headquarters offices are in Kigali, Rwanda, as per the relevant Headquarters Agreement between the republic of Rwanda and the East African Community.

The main objective of the Commission is to promote and coordinate the development, management and application of Science and Technology in the Partner States (composed with the Republics of Burundi, Kenya, Rwanda, South Sudan, the United Republic of Tanzania and the Republic of Uganda). Therefore EASTECO has an overall function of coordinating and facilitating the activities of the EAC Partner States and national science and technology institutions to promote the development and application of science, technology and innovation in all its aspects.

2.1.1 Vision

To contribute to a prosperous competitive, secure and united East Africa through collaboration in science, technology and innovation.

2.1.2 Mission

To promote and coordinate the development, management and application of Science and Technology in the EAC Partner States, for an innovative, competitive and integrated East Africa, and for the wellbeing of her people

2.2 The Function of EASTECO

The Commission has the following functions: To formulate the policies of Commission;

- To determine priorities for regional collaborative research and promote the development of regional research Centers of excellence;
- To formulate policies that shall safeguard the region from hazards that might result from research activities and application of science and technology;
- To monitor and evaluate the implementation of agreed regional science and technology policies;
- To establish think tanks that shall evaluate trends and forecast in science and technology and give recommendations to Partner States;
- To develop mechanisms for the identification, promotion and growth of special talents in science and technology, with particular emphasis on the youth and gender parity;
- To promote the use and development of indigenous knowledge and technology;
- To facilitate the dissemination and internalization of new and emerging technology;
- To promote and coordinate the public and private sector partnership in the development and application of science and technology;
- To establish and coordinate the implementation of common ethical guidelines for research and its application in the community;
- To promote the exchange and utilization of scientific information;
- To support the dissemination of research and development findings in the Partner States;
- To enhance collaboration in the training of personnel for various scientific and technological disciplines;
- To promote the inculcation of a science and technology culture in the Partner States

2.3 Strategic Priorities for 2017/22

Support for Evidence-Based Policies

As a regional body, it is imperative that EASTECO provides support mechanisms to facilitate the harnessing and a public action of Science, Technology and Innovation at a regional level and at scale. These strategic priorities enable the Partner States to cooperate on a set of regional activities and interventions that transcend boundaries and that would be impossible for them to undertake separately. These are listed below:

- Regional STI policies and frameworks developed;
- b) Regional STI knowledge management strengthened by developing a database and monitoring and evaluation framework

Promotion of STI knowledge and innovation

A well-functioning Science, Technology and Innovation (STI) systems needs to have among other things political stability and well-functioning institutions, an educated workforce, sound research and education infrastructure and linkages between public and private innovation actors. Additionally, such systems require enterprises that are committed to research and development as well as balanced intellectual property rights (IPRs) framework.

- Regional strategy for the enhancement of STEM training and education developed;
- Regional collaborative programmes and partnerships developed and supported to leverage scientific research;
- Regional support for commercialization of innovation and technology by establishing conducive environments for technology innovation and uptake through innovation centers and funding;

Application of STI for Socio-Economic Development

This Strategic Priority specifically deals with the core thematic areas that EASTECO will focus on in the next five years to deliver the biggest impact while ensuring resources are used optimally and effectively. The Partner States that make up the East African Community face common developmental challenges with many of these being regional in nature thus requiring innovative solutions to be applied across boundaries. EASTECO in collaboration with its stakeholders has identified five priority intervention areas for the next five years. These areas hold great potential to contribute significantly, through science, technology and innovation to the socio-economic development of the Community's people.

- Increased value addition in agriculture by harnessing and disseminating technological solutions;
- Promotion of technological solutions in energy and environment by facilitating the development of renewable energy products and climate change adaptation tools;
- Regional cooperation in the enhancement of innovative bio-technology solutions including support for centers of excellence in bio-technology, development of bio-safety guidelines and support for the development of indigenous knowledge and technologies;
- Regional support for export-oriented industrial development and trade by facilitating access to institutions and technologies;
- Development of regional capacity in Information, Communication Technology for the promotion of efficient productive and social sectors.

2.4 EASTECO Foundational Commitments

These priorities underline the areas that EASTECO is committed to strengthening because of their broad impacts across all aspects of its mandate.

- Strengthening of EASTECO's institutional capacity, governance and visibility;
- Enhancement of collaboration and partnerships to enable sustainable funding and enhancement of partnerships in the Science, Technology and Innovation community.

3. CORPORATE GOVERNANCE

Corporate governance may be defined as a set of relationships between an organization's management, governing body, owners and other stakeholders in whom power is exercised in the management of economic and social resources for enhanced performance and sustainable development.

3.1 The Importance of Good Corporate Governance

As a result of such diverse and important roles, good corporate governance in Public Service organizations:

- a) Encourages global investors to invest in various sectors of the economy;
- b) Facilitates efficient and effective allocation of resources;
- c) Assures stakeholders, including the citizens that their welfare is of primary concern to the Government and that the Public Services will be managed efficiently and effectively;
- d) Creates an enabling environment where the citizens are empowered to voluntarily participate in governance so as to contribute towards national development; and
- e) Assures stakeholders that those who mismanage or abuse the trust reposed in them shall be sanctioned in accordance with relevant laws, rules and regulations.

3.2 EAC Corporate Governance Framework

EAC community presents complex and challenging corporate governance architecture made up of the following:

Corporate Governance Architecture

EAC Community- they are regarded as the owners of EAC and its Organs. Such Institutions were set up for public good.

The Summit - consist of the Heads of State or Government of the Partner States and mainly give general directions and impetus as to the development and achievement of the objectives of the Community.

The Council- This is a Policy Organ of the Community and consists of Ministers and Attorney Generals of the Partner States.

Co-ordination Committee- consist of the Permanent Secretaries responsible for East African Community affairs in each Partner State and such other Permanent Secretaries of the Partner States as each Partner State may determine

The East African Court of Justice-ensure- ensures the adherence to law in the interpretation and application of and compliance with this Treaty

The East African Legislative Assembly-legislative organ of the Community and it passes legislation which underpins the operating framework, including functions and powers of EAC and its Organs. Parliament acts as fiduciaries of the Community.

Boards - they are appointed in line with the Protocols establishing various Organs. They have the responsibility for strategic direction, setting targets and reviewing the performance of management among other functions.

Management and Other Staff - the Executive Secretary is appointed by the Council on the advice of the Board. Management is responsible for implementing strategy, and measuring performance.

Audit Commission - made up of the Auditors General of the Partner States whose functions is to audit the accounts of the Community

3.3 Principles of Good Corporate Governance

The following principles of good corporate governance shall be adhered to by the Board to improve upon governance practices in EASTECO:

Rule of Law

The Board shall follow due process. This means that the rights of employees shall be upheld during the investigation of an offence. The employee shall therefore be given the opportunity to defend himself/herself. Penalty to be imposed shall be commensurate with the offence/misconduct so proven.

Accountability

Board members must be ready to render account of their stewardship to the appointing authority. They shall be held responsible for all acts of omission or commission on their part. Accountability implies that Board members shall protect the interests of EASTECO and govern them properly. Personal and parochial interests of Board members should not take precedence over those of the Commission where they serve and the interests of the citizens.

Transparency

Board members in their dealings with others shall handle all transactions with a forthright, frank and open manner. Transparency implies full disclosure. There shall be no secrecy about transactions handled by a Board member on behalf of the rest. If a member is interested in a transaction or contract that The Commission is about to enter into, the board member shall make his/her intentions known to his/her colleagues.

Conflicts of Interest

Board Members have a responsibility to conduct themselves in a way that does not compromise the ability of the Commission to accomplish its mandate or undermine confidence in the ability of Board Members to discharge their powers and perform their duties and responsibilities.

Integrity

This is a core value that relates to honesty and strong moral values. Integrity also applies to faithfulness and diligence. Board members must avoid exhibiting double standards and misinformation. Members shall be bold to resist fraudulent practices and shall not be complicit in all forms of corrupt practices.

Efficiency and Effectiveness

These principles refer to leadership that produces results. Efficiency and effectiveness imply that resources shall be used at best to produce maximum results. Board members shall refrain from misuse of corporate resources. Board members shall participate in all Board meetings to make decisions and retain full and effective control over the Commission. Appropriate internal controls shall be instituted and monitored to prevent or reduce waste in EASTECO.

Social Accountability

Board members shall adhere to international principles as appropriate on:

- Human rights;
- Labor;
- Environment, health and safety; and
- Corruption

Board Members must, therefore:

- Be concerned with more than only economic events;
- Not be exclusively interested in financial issues;
- Be accountable to a broader group of stakeholders;
- Recognize that the success of their entities goes beyond reporting financial success. .

Code of Conduct

- a) Board members shall impose upon themselves a Code of Conduct which shall define:
 - i. The personal conduct of members;
 - ii. Relationship with the Commission and its staff members especially;
 - iii. Management;
 - iv. Relationship with stakeholders;
 - v. Attendance and active participation at meetings by members;
 - vi. Adherence to the oath of secrecy, oath of office and unauthorized disclosure of information
- b) Codes of conduct shall have sanctions to make them effective.
- c) The code of conduct issued by EASTECO shall be a source of authority for members.

Independence

Board members must demonstrate independence of mind and thought. Members shall not allow themselves to be pressurized to engage in shady transactions for the benefit of others. Independence starts with self-confidence. Members shall seek a second opinion or legal advice when they are not sure about the consequences of their action, especially when the request to perform that transaction or activity came from a third party. The independence of a member is likely to be assured if he refrains from seeking favours from management or third parties.

Evaluation

The Board shall on annual basis assess its performance and effectiveness as a team and that of individual members, including the Executive Secretary. This is in line with good corporate governance. Weaknesses noted shall be corrected through appropriate capacity development programs and other behavioral changes.

Thus, Corporate Governance principles should involve:

- a) Effective interaction among the board, management, the external and internal stakeholders of the Commission;
- b) The board members' understanding that their purpose is to protect the interests of the Commission, while considering the interests of other stakeholders; and,
- c) The Board knowing that its major areas of responsibility should be guiding, directing, and assessing the Executive Secretary, determining and overseeing the Commission's strategy, monitoring risks and control systems of the Commission.

A well-structured EASTEKO and governance system should be such that:

- The assignment of tasks and responsibilities that define the job of individuals and units are cohesive;
- The clustering of individual positions into units and units into departments and eventually into hierarchy of management are fluid;
- The various mechanisms required to facilitate top-down coordination are functional;
- The various mechanisms to foster across units/departments coordination are also effective;
- The monitoring and control mechanisms are effective; and
- There are no "leakages", and funds of the organisation are appropriately invested or managed.
- The absence of any or all of the above, calls for organizational review, including the governance system.

4. ROLE OF THE GOVERNING BOARD

The Board must direct its activities towards the achievement of the EASTECO objectives of strengthening regional cooperation and coordination in the development and implementation of Science and Technology within the community. The Governing Board being the highest technical decision making level of EASTECO should seek to take all necessary decisions in fulfillment of the objectives of the Commission as stipulated under Article 9 of the Commission Protocol

The Governing Board shall be responsible for providing leadership and vision to the Commission in fulfilling its objectives under the Protocol. In particular, the Governing Board shall be responsible for:

- a) electing a chairperson from the Members of the Governing Board;
- b) approving the policies of the Commission;
- c) approving the general framework for the programs of the Commission;
- d) approving the budget and audited accounts of the Commission;
- e) receiving and considering reports from the Executive Secretary on the activities of the commission;
- f) making decisions for the fulfilment of the objectives of the Commission;
- g) establishing and constituting specialized technical committees;
- h) networking on behalf of the Commission;
- i) directing the Secretariat to undertake any tasks that are compatible with the aims and objectives of the Commission;
- j) discharging any other duty or responsibility in furtherance of the objectives of the Commission as directed by Council.

4.1 A High Level Summary of the Broader Board Roles

ROLES			
RESPONSIBILITIES	a) Policy Formulation	b) Decision making	c) Oversight
a) STRATEGY	<ul style="list-style-type: none"> ➤ Formulate strategic plans, review, and approval of operating plans, and budgets. 	<ul style="list-style-type: none"> ➤ Approve strategy and any changes. ➤ Approve the annual operating plan and the supporting operating budgets. 	<ul style="list-style-type: none"> ➤ Appraise performance and appropriateness of any management corrective action taken. ➤ Ensure compliance with board policies.
b) LEADERSHIP	<ul style="list-style-type: none"> ➤ Define Executive Secretary's accountabilities and how performance will be appraised. 	<ul style="list-style-type: none"> ➤ Select Executive Secretary. ➤ Determine compensation and annual increases. 	<ul style="list-style-type: none"> ➤ Appraise Executive Secretary's performance.
c) CONDUCT OF OPERATIONS	<ul style="list-style-type: none"> ➤ Formulate policies regarding personnel, facilities, maintenance, safety, financial controls, and other legal requirements. 	<ul style="list-style-type: none"> ➤ Approve all policies formulated by management that involve legal, regulatory, or external, issues. 	<ul style="list-style-type: none"> ➤ Appraise and audit operations to ensure compliance with board policies.
d) FINANCIAL HEALTH	<ul style="list-style-type: none"> ➤ Formulate policies regarding financial reporting and controls, control and reporting of 	<ul style="list-style-type: none"> ➤ Select independent auditor, review, and approve audit report. 	<ul style="list-style-type: none"> ➤ Monitor and appraise revenues, expenditures, and cash position. Ensure compliance with

	budgets, and financial auditing.		board financial policies.
e) BOARD ORGANIZATION & DEVELOPMENT	<ul style="list-style-type: none"> ➤ Formulate policies regarding board member selection and expectations, board member orientation, board development, board committee assignments, board planning and performance evaluation. 	<ul style="list-style-type: none"> ➤ Approve bylaws and amendments. ➤ Select board members. ➤ Elect board officers. ➤ Approve committee appointments, board work plan and annual board budget. 	<ul style="list-style-type: none"> ➤ Develop a board information system to provide the information needed to carry out the board's oversight role. ➤ Appraise board performance.

<p>MISSION - Assuring</p> <ul style="list-style-type: none"> ▪ Clarity around what, for whom, and at what cost ▪ Responsiveness to the community served ▪ Services/programs appropriately address ▪ Decisions are made in light of Mission 	<p>VISION -Embracing a future</p> <ul style="list-style-type: none"> ▪ By thinking beyond today ▪ Towards leading and away from reacting 	<p>VALUES-Making Explicit</p> <ul style="list-style-type: none"> ▪ What EASTECO believes in ▪ What EASTECO stands for ▪ What is important <p>STANDARDS - Setting</p> <ul style="list-style-type: none"> ▪ financial, personnel and other Commission policies ▪ current programs 	<p>MONITORING-Performance Provider</p> <ul style="list-style-type: none"> ▪ Productivity, recruitment and retention needs ▪ Based on measurable indicators of success including quality assurance and Financial Performance Measures
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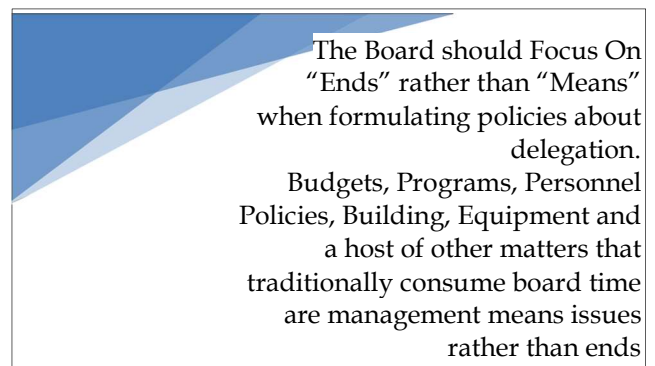
4.2 Specific Duties and Responsibilities of the Governing Board

To ensure a high standard of best practice for the EASTECO and it's the Board should conduct its business with honesty and integrity in the performance of, among others, the following duties and responsibilities:

Managing the Affairs of the Board

The Board operates by delegating certain of its authorities to management and by reserving certain powers to itself. The Board retains the responsibility for managing its own affairs, including:

- Planning its composition and size;
- Annually reviewing, in conjunction with the Executive Secretary, the skills and experience represented on the Board in light of the strategic direction of EASTECO, for the purpose of determining the criteria for electing and appointing Board Members;
- Selecting its Chairperson, Vice Chairperson, and Board committee Chairs and planning for Chairperson's succession;
- Ensuring that new Board Members are appropriately oriented;



The Board should Focus On "Ends" rather than "Means" when formulating policies about delegation. Budgets, Programs, Personnel Policies, Building, Equipment and a host of other matters that traditionally consume board time are management means issues rather than ends

- Implementing an appropriate process for assessing the effectiveness of the Board, Board Chair, Committees, and the contribution of Board Members; and
- Assuming responsibility for EASTECO's governance practices including developing a set of governance principles and guidelines that are specifically applicable to EASTECO.

Approve and monitor the implementation of strategic objectives and plans.

Consistent with the Commission's strategic objectives, business plans shall be established for EASTECO with clearly defined responsibilities and accountabilities. The Board shall;

- Establish a system for measuring performance against plans through regular monitoring and reviews, with corrective action taken as needed.
- Ensure that strategy; risk, performance and sustainability considerations are effectively integrated and appropriately balanced
- Adopt a strategic planning process
- Annually participate with management in the development of, and ultimately approve a strategic plan for EASTECO that takes into account, among other things, the opportunities and risks facing EASTECO;
- Approve annual operating budgets that support EASTECO's ability to meet its strategic plan; and
- Monitor EASTECO's progress towards the objectives set in the strategic and operating plans.

Approve and oversee the implementation of policies and procedures governing major areas of the Commission's operations.

The Board has the responsibility to:

- Approve and monitor compliance with all Board policies and significant operating policies (e.g. high level human resource, financial, or risk management policies), which govern EASTECO;
- Monitor compliance with the Code of Conduct and Conflict of Interest and grant any waivers for the benefit of Board Members or Officers; and
- Direct management to implement systems designed to ensure that EASTECO operates at all times within applicable laws and regulations, and to the highest safety, ethical, and moral standards.

- ❖ The Board should direct, govern and control the Authority.
- ❖ The Board should provide effective Corporate Governance.
- ❖ The Board is the link between the stakeholders and the Commission.
- ❖ The Board should exercise leadership, enterprise, integrity and judgment.
- ❖ The Board should identify and take account of the legitimate expectations of stakeholders.
- ❖ Stakeholders should be engaged in such a manner that they have trust and confidence in the Commission

Approve and oversee the implementation of risk management policies.

- The Board must understand the principal risks of all aspects of the Commission's business and recognise that business decisions involve the taking of appropriate risks.
- The Board must ensure that there are systems in place which effectively monitor and manage these risks.
- The Board shall ensure that the risk management function is given adequate resources to enable it to effectively perform its functions.
- The risk management function shall be afforded with adequate personnel, access to information technology systems and systems development resources, and support and access to internal information.

Oversee Performance of Senior Management.

It is the primary responsibility of the Board to monitor and assess the performance of the management team based on established performance standards that are consistent with the Commission's strategic objectives, and conduct regular review of Authority's policies with the management team.

- The Board shall regularly monitor the actions of Senior Management and ensure that these are consistent with the policies that it has approved. It shall put in place formal performance standards to be able to effectively assess the performance of Senior Management.
- The Board shall regularly meet with Senior Management to engage in discussions, question and critically review the reports and information provided by the latter.
- The Board shall regularly review policies, internal controls and self-assessment functions (e.g., internal audit, risk management and compliance) with Senior Management to determine areas for improvement as well as to promptly identify and address significant risks and issues.
- The Board shall ensure that Senior Management's expertise and knowledge shall remain relevant given the Commission's strategic objectives, complexity of operations and risk profile.

Communication to Members and Stakeholders

The Board has the responsibility to:

- Ensure EASTECO has in place a policy to enable management and the Board to communicate effectively with members and other stakeholders
- Assist and support EASTECO in communicating its mission to all stakeholders.
- Ensure the financial and operational performance of EASTECO is adequately and promptly reported as required by law;
- Ensure financial results are reported fairly and in accordance with generally accepted accounting principles;
- Ensure timely reporting of any other developments that have a significant and material effect on the performance of EASTECO; and
- Report annually on the Board's stewardship for the preceding year (Annual Report).

- ◆ *The board should delegate certain functions to well-structured committees but without abdicating its own responsibilities*
- ◆ *The terms of reference of committees should be reviewed every year and any changes should be approved by the board*
- ◆ *The respective committee chair persons should give at least an oral summary of their respective committee deliberations at the board meeting following the committee meeting.*
- ◆ *The minutes of committee meeting proceedings should be included in the board's information pack for the board's information as soon as they have been approved.*

Consistently conduct the affairs of EASTECO with a high degree of integrity.

The Board shall lead in establishing the tone of good governance from the top and in setting corporate values, codes of conduct and other standards of appropriate behavior for itself, the Senior Management and other employees.

The Board shall:

- Articulate acceptable and unacceptable activities, transactions and behaviors that could result or potentially result in conflict of interest, personal gain at the expense of the Commission or unethical conduct.
- Articulate policies that will prevent the use of the facilities of EASTECO in furtherance of criminal and other improper or illegal activities, such as but not limited to financial misreporting, money laundering, fraud, bribery or corruption.
- Explicitly discourage the taking of excessive risks as defined by internal policies and establish an employees' compensation scheme effectively aligned with prudent risk taking.
- Ensure that employee pension funds are fully funded or the corresponding liability appropriately recognized in the books of the Commission at all times. Further, the Board shall ensure that all transactions involving the pension fund are conducted at arm's length terms.
- Allow employees to communicate, with protection from reprisal, legitimate concerns about illegal, unethical or questionable practices directly to the Board or to any independent unit. Policies shall likewise be set on how such concerns shall be investigated and addressed, for example, by an internal control function, an objective external party, Senior Management and/or the Board.
- Articulate policies in communicating corporate values, codes of conduct and other standards in the Commission as well as the means to confidentially report concerns or violations to an appropriate body.

Define appropriate governance policies and practices for the Commission and for its own work and to establish means to ensure that such are followed and periodically reviewed for ongoing improvement.

- The Board shall ensure that the Commission's organizational structure facilitates effective decision making and good governance. This includes clear definition and delineation of the lines of responsibility and accountability, especially between the roles of the Chairperson of the Board and Executive Secretary.
- The Board shall maintain, and periodically update, organizational rules, policies, or other similar documents setting out its organization, rights, responsibilities and key activities.
- The Board shall structure itself in a way, including in terms of size, frequency of meetings and the use of committees, so as to promote efficiency, critical discussion of issues and thorough review of matters.
- The Board shall conduct and maintain the affairs of The Commission within the scope of its authority as prescribed in its charter and in existing laws, rules and regulations. It shall ensure effective compliance with the latter, which include prudential reporting obligations.
- The Board shall appoint a compliance officer who shall be responsible for coordinating, monitoring and facilitating compliance with existing laws, rules and regulations.

- The compliance officer shall be vested with appropriate authority and provided with appropriate support and resources.
- The Board shall assess at least annually its performance and effectiveness as a body, as well as its various Committees, the Executive Secretary, the Individual Board Members, and the Commission itself, which may be facilitated by the corporate governance committee or external facilitators or by the Board itself.
- The Board shall ensure that individual members of the Board and the stakeholders are accurately and timely informed. It shall provide all its members and to the stakeholders a comprehensive and understandable assessment of the Commission's performance and financial condition. All members of the Board shall have reasonable access to any information about The Commission at all times. It shall also provide appropriate information that flows internally and to the public.
- Constitute committees to increase efficiency and allow deeper focus in specific areas.
- The Board shall create committees, the number and nature of which would depend on the size of the Commission and the Board, the complexity of operations and long-term strategies.
- The Board shall approve, review and update at least annually or whenever there are significant changes therein, the respective TORs of each committee or other documents that set out its mandate, scope and working procedures.
- The Board shall appoint members of the committees taking into account the optimal mix of skills and experience to allow the members to fully understand, be critical and objectively evaluate the issues.
- The Board shall ensure that each committee maintains appropriate records (e.g., minutes of meetings or summary of matters reviewed and decisions taken) of their deliberations and decisions. Such records shall document the committee's fulfillment of its responsibilities and facilitate the assessment of the effective performance of its functions.

Effectively utilize the work conducted by the internal audit, risk management and compliance functions and the external auditors.

The Board shall recognize and acknowledge the importance of the assessment of the independent, competent and qualified Internal Auditors as well as the Risk and Compliance Officers in ensuring the safety and soundness of the operations of the Commission on a going-concern basis and communicate the same through-out the Commission.

Have the overall responsibility for defining an appropriate corporate governance framework that shall contribute to the effective oversight over the Commission.

Towards this end, the Board shall ensure consistent adoption of corporate governance policies and systems across EASTECO and shall carry-out the following duties and responsibilities:

- To define and approve appropriate governance policies, practices and structure that will enable effective oversight of The Commission, taking into account nature and complexity of operations. The Board shall also establish means to ensure that such policies, practices and systems remain appropriate in light of the growth and increased complexity. Further, it shall ensure that the policies include the commitment from the departments in the Commission to meet all governance requirements.
- To ensure that adequate resources are available for all the departments in the Commission to effectively implement and meet the governance policies, practices and systems.

- To establish a system for monitoring compliance of each department in the Commission with all applicable policies, practices and systems.
- To define and approve policies and clear strategies for the establishment of new structures.
- To understand the roles, the relationships or interactions of each department in The Commission with one another and with the Commission.
- To develop sound and effective systems for generation and sharing of information within the Commission.
- To require the risk management, compliance function and internal audit functions to conduct a periodic formal review of the Commission, its controls and activities to assess consistency with the Board approved policies, practices and strategies and to require control functions to report the results of their assessment directly to the Board.

5. THE GOVERNING BOARD STRUCTURE

5.1 Board Composition

In line with Article 8 of the EASTTECO Protocol, the Governing Board is composed of:

- One representative of Science and Technology Councils or Commission of each Partner State;
- One representative of Ministries responsible for Science and Technology in each Partner State;
- The Secretary General of the East African Community or his/her representative;
- The Executive Secretary of the Inter-University Council for East Africa;
- One representative of the private sector from each Partner State nominated by the respective associations;
- One representative of all private universities in each Partner State nominate by the respective associations;
- One representative for all private universities in each Partner State nominated by the respective associations
- One representative of the Civil Society from each Partner State nominated by National Science and Technology Councils or Commission of each Partner State
- One scientist from each Partner State nominated by National Science and Technology Council or Commission of each Partner State

In appointment of the representatives of the Governing Board gender balance shall be taken into account.

Without prejudice to the provisions of Paragraph I, the Governing Board shall, in accordance with its rules and regulations, have the right to co-opt any additional member as the need arises.

Institutions provided for Under Article 8 of the Protocol paragraph (1) (a), (b), (c) and (d) shall be permanently represented in the Governing Board

Term Limits

Representative of the organizations provided for under Article 8 Paragraph (1) (e), (f), (g) (h) and (i) shall hold office for a term of three years from the date of appointment, and shall hold office for a term of three years from the date of appointment and shall be replaced or re-appointed by their respective organizations.

5.2 The Board Chairperson

5.2.1 General Roles and Responsibilities

- The Board Chairperson's primary role is to act as the presiding Board Member at Board meetings and to manage the affairs of the Board including ensuring the Board is organized properly, functions effectively and meets its obligations and responsibilities.
- The Board Chairperson works with the Executive Secretary to ensure effective relations with Board of Board Members, EASTTECO Management, other stakeholders, and the public.
- The Board Chairperson is an ex-officio member of committees where he/she is not appointed as a full member.

Legally, the Board is the highest authority in EASTTECO, the 'fountain of power', yet top management naturally tends to exercise that power...

Members must have regard to the long term and wider factors such as relationships with employees, stakeholders and the impact of EASTTECO's operations on the community and environment

- The Board Chairperson demonstrates his/her commitment to the division of responsibilities between management and the Board by operating within the mandate outlined in these terms of reference.

5.2.2 Specific Duties and Responsibilities

1) Working with Management

The Board Chairperson has the responsibility to:

- a) Act as a sounding board, advisor and confidante for the Executive Secretary, including helping to review strategies and performance objectives, define issues, maintain accountability, and build relationships;
- b) In conjunction with the Executive Secretary, assist in representing EASTEKO as required;
- c) Inform the Executive Secretary of concerns of the Board, members, and other stakeholders as he/she becomes aware of them;
- d) Lead the Board in the process of monitoring and evaluating the performance of the Executive Secretary, ensuring the accountability of the Executive Secretary, and ensuring implementation of the management succession and development plans by the Executive Secretary;
- e) Work closely with the Executive Secretary to ensure management strategies, plans and performance are appropriately represented to the Board;
- f) At the request of the Executive Secretary, provide assistance on major policy issues and new strategic initiatives; and
- g) Act as the primary spokesperson for EASTEKO on matters of governance. The Executive Secretary will be the primary spokesperson for EASTEKO on operational and other matters.

2) Managing the Board

The Board Chair has the responsibility to:

- a) Ensure the Board is alert to its obligations to EASTEKO, its Management and other stakeholders;
- b) Chair Board meetings and ensure that the appropriate issues are addressed;
- c) Establish the frequency of Board meetings and review such frequency from time to time, as considered appropriate or as requested by the Board;
- d) Ensure the co-ordination of the agenda, information packages and related events for Board meetings in conjunction with the Executive Secretary and the Secretary to the Board;
- e) Ensure major EASTEKO initiatives have proper and timely Board understanding, consideration, oversight and approval;
- f) Ensure the Board receives adequate and regular updates from the Executive Secretary on all issues important to the welfare and future of EASTEKO;
- g) Maintain a liaison and communication with all Board Members and committee Chairpersons to co-ordinate input from Board Members, and optimize the effectiveness of the Board and its committees;
- h) Build consensus and develop teamwork within the Board;
- i) Review Board Member conflict of interest and code of conduct issues as they arise; and
- j) In collaboration with the Executive Secretary, ensure data requested by Board Members or committees of the Board is provided and meets their needs

3) Developing an Effective Board

The Board Chairperson has the responsibility to:

- a) In collaboration with the Executive Secretary, develop and participate in the delivery of the orientation sessions for new Board Members.
- b) In conjunction with the Human Resource Committee, ensure there is an ongoing development program for existing Board Members aimed at increasing the Board Members' familiarity with the Commission its business and their responsibilities as Board Members.
- c) In conjunction with the Human Resource Committee, lead the process for annually reviewing the effectiveness of the Board, its committees and, at the appropriate time, each Board member

4) Relations with Members and other Stakeholders

The Board Chairperson has the responsibility to:

- a) Chair meetings of members;
- b) Chair the Annual Meeting;
- c) In co-ordination with the Executive Secretary, ensure EASTEKO's management and, where applicable, ensure the Board is appropriately represented at official functions and meetings; and
- d) At the request of the Executive Secretary, take an active role in assisting the Executive Secretary to maintain stakeholder relations on behalf of EASTEKO.

5) Policy & Planning

Board Chair Responsibilities:

- a) Facilitates board's involvement in approving guiding principles, policies, strategic plan and mission
- b) Executive Secretary Responsibilities:
- c) Carries out mission; implements strategic plan; provides administrative support for boards policymaking
- d) Shared Responsibilities:
- e) Creates policies and guidelines, develop mission and vision statement; outline values

6) Budget & Finances

Board Chair Responsibilities:

- a) Guides Board in approving and overseeing the budget; oversees outside audits; ensures that the board holds ultimate responsibility for integrity of organization's finances
- b) Executive Secretary Responsibilities:
- c) Proposes budget to the board; manages programs according to board-adopted financial policies and budget guidelines

Dos and Don'ts of a Board Chairperson

A good chairperson will:	A good chairperson will not:
Make all members feel valued	Be the person who dominates most discussions
Strive for consensus, using his/her casting vote sparingly	Make all the decisions. He should therefore not commit fellow Board Members outside meetings
Listen to others	Allow only few Board Members to dominate meetings
Encourage new faces onto committee	Discourage constructive discussions
Plan for the future	Allow meetings to become unproductive
Make new members feel welcome	Make Board Members feel underrated
Allow others to take responsibility	Force Board Members to contribute to discussions
Reasonably give adequate time for discussion on all agenda items	Rush discussions through the agenda items
Keep calm	Lose his/her temper

5.3 The Executive Secretary

5.3.1 General Roles and Responsibilities

- a) Reporting to the Board, the Executive Secretary is responsible for:
 - i. Providing leadership, general supervision, management and control of the operations of EASTECO on a day-to-day basis in accordance with the strategies, plans and policies approved by the Board;
 - ii. Planning, organizing and directing all facets of EASTECO's operations within the framework of the Board approved strategic plan; and
 - iii. Maintaining effective working relationships with and communicating with EASTECO's members and other stakeholders.
- b) The Executive Secretary shall conduct the affairs of EASTECO in accordance with commonly accepted ethical practices, consistent with EASTECO's Mission, Vision, Goals, and other policies of EASTECO.

5.3.2 Specific Roles and Responsibilities

1) The Strategic Plan

In collaboration with the management team and other staff, key constituents, and the Board, the Executive Secretary shall:

- a) Formulate and recommend a strategic plan to the Board for review and approval,
- b) Regularly review with the Board EASTECO's progress in achieving objectives set out in the strategic plan.

2) Annual Operating Budgets

The Executive Secretary shall:

- a) Develop and recommend for Board approval annual operating budgets consistent with Board approved strategy and policies;
- b) Ensure the prepared budgets contain a level of detail to enable reasonably accurate projection of revenues and expenses, cash flow and subsequent audit trail;
- c) Successfully implement the approved budget; and
- d) At each Board meeting, review with the Board:
 - i. EASTECO's progress in achieving plans;
 - ii. A rationale for variances;
 - iii. Recommendations for changes as required; and
 - iv. Provide to the Board, for its review and approval, the audited financial statements for the end of the fiscal year.

3) Annual Personal Objectives

The Executive Secretary, in conjunction with the Board Chairperson and Board, shall establish an annual list of performance objectives (within the context of the strategic plan) to be achieved by the Executive Secretary in the forthcoming year.

4) Financial and Administrative Management

The Executive Secretary shall:

- a) Implement effective administration systems to ensure the efficient use of EASTECO's financial resources within the objectives, policies, plans and budgets approved by the Board;
- b) Ensure the implementation of appropriate internal audit, financial management, information and record keeping systems which are considered satisfactory by the Board approved external auditors;
- c) Ensure financial statements are presented regularly to the Board and that they are consistent with generally accepted accounting principles; and
- d) Seek Board approval for the periodic allocation of financial resources which are not included in the annual approved budget.

5) Risk Management

The Executive Secretary shall identify EASTECO's principle risks, review them with the Board, and ensure the implementation of systems to manage these risks.

6) Organization and Human Resources

The Executive Secretary shall:

- a) Develop and maintain an effective organizational structure that reflects the strategic direction of EASTECO;
- b) Review the appointment of senior management team members, if any, with the Board;
- c) Define responsibilities of the senior management team members,
- d) Foster an environment of fair treatment of employees, if any, and volunteers;
- e) Provide strong, effective and highly visible leadership to all employees,
- f) Develop compensation philosophy and guidelines for Board approval; and

- g) With respect to management succession planning and development; over a period of time, work with the Board to:
- i. implement a succession plan and management development process (if applicable) and, once established, review annually with the Board;
 - ii. ensure the succession plan provides a plan for the emergency replacement of the Executive Secretary in the event of a sudden loss of chief executive services; and
 - iii. provide the Board, at Board and committee meetings, with exposure to EASTECO's key members of management, if any.

7) Information and Orientation for the Board.

The Executive Secretary shall; communicate clearly, openly and proactively with the Board;

- a) Inform the Board of relevant trends, anticipated adverse media coverage, material external and internal changes, and any other material risks, particularly changes in the assumptions upon which any EASTECO strategy and policy has previously been established;
- b) Ensure the Board has all the information necessary to exercise its responsibilities and marshal as many staff and external points of views, issues and options as needed for fully informed Board choices;
- c) Provide effective support and ensure the flow of accurate and timely communications to the Board that enhance operations and allow the Board to fulfill its governance responsibilities;
- d) Provide a mechanism for official Board, committee communications;
- e) Report actual or anticipated non-compliance with any policy of the Board and other material non-compliance issues;
- f) Upon the appointment of each new Board member and in consultation with the Human Resource Committee, coordinate an orientation program that includes providing each Board Member with background information on EASTECO and the general issues facing EASTECO;

8) External and Internal Communications

The Executive Secretary shall:

- a) Ensure the development and implementation of a comprehensive communication program that supports EASTECO's overall goals, objectives and strategic plans;
- b) Be the chief spokesperson on operational and all other matters. The Executive Secretary may designate other members of staff, if any, when appropriate. The Executive Secretary will consult with the Board Chairperson regarding communications on sensitive matters. The Board Chairperson will be the spokesperson on Board and governance matters; and
- c) Ensure an annual report is prepared on behalf of the Board.

9) Compliance

The Executive Secretary shall ensure systems are in place and implemented that ensure EASTECO operates with the highest ethical standards and within the limits of the law.

10) Outside Commitments

The Executive Secretary shall obtain Board approval when considering significant public service commitments and/or outside Board appointments.

5.3.3 Executive Secretary Key Relationships

1) Relationship with the Board Chairperson

The Executive Secretary shall meet regularly and as required with the Governing Board Chairperson to review important issues and to ensure he/she is provided with relevant and timely information.

2) Relationship with Members and Stakeholders

The Executive Secretary will provide a leadership role in the EASTECO's relationship with its members and stakeholders.

3) Relationship with the Media and General Public

The Executive Secretary shall establish a presence and take a leadership role in representing EASTECO.

Functioning of the Board

A governing board functions best when it focuses on higher level, future-oriented matters of strategy and policy and performs its oversight responsibilities in a rigorous but highly efficient manner

The Relationship between the Governing Board and Executive Secretary

The Board recognizes that the most important relationship it has for the good governance and operation of EASTECO is the relationship with the Executive Secretary as the executive head of EASTECO. The Executive Secretary has the delegated authority from the Board to lead and run the operations of EASTECO on a day to day basis as detailed in the Executive Secretary's role description.

The Executive Secretary derives his/her authority from both the Board and the EASTECO Protocol, 2007.

The working relationship between the Board and the Executive Secretary must be cordial and mutually respectful to enhance growth and success for the Commission. Board and Executive Secretary must cooperate in order to fulfill their mutual functions in the following areas:

- a) Policy formulation and implementation
- b) Determination and advising on compensation
- c) Reviewing organizational structure
- d) Instituting internal control
- e) Strategy formulation and implementation
- f) Risk management
- g) Corporate oversight and internal control

It should be noted however, the Board does not have administrative or executive functions unless otherwise specified in their terms of reference and must act in good faith to allow the Executive Secretary to exercise his/her administrative functions fully.

Possible causes of conflict between the Board and the Executive Secretary

The following are some of the possible causes of conflict between the Board and the Executive Secretary:

- a) Lack of understanding roles and responsibilities;
- b) Lack of clear understanding of the different roles between the Board (governance) and the Executive Secretary (management);

- c) where the Board attempts to “micro manage” either due to lack of understanding of role or abuse of power; where Executive Secretary erroneously thinks that Board and Executive Secretary have the same appointing authority and therefore Executive Secretary is not accountable to the Board;
- d) Where the Board attempts to allocate to themselves corporate facilities such as vehicles, office space etc.;
- e) Power struggle between some Board members and the Executive Secretary;
- f) Personality clash between Executive Secretary and chairperson or among members; and
- g) Lack of mutual respect between Executive Secretary and Board members.

5.4 The Role and Responsibilities of Individual Governing Board Members

5.4.1. Introduction

Governing Board Members of EASTECO have authority collectively as the Board to ensure EASTECO is operated in accordance with all applicable laws and that the strategic objectives for the Commission, as set out in the Protocol, are met. Board Members are stewards of the Commission and are expected to act in the best interests of the Commission.

Governing Board Members individually must acquire a working knowledge of the Commission and adequately prepare for meetings and decisions. Their role is one of ensuring the appropriate level of due diligence has been conducted on issues and decisions of significance and, in this respect, Board Members are expected to ask probing questions. Governing Board Members bring specific skills and experience to the Governing Board and, through the Governing Board Chairperson, provide advice and counsel to senior management. Regular attendance and participation at meetings of the Board is expected, as is a collaborative and consensus building approach in addressing matters before the Board.

The Board delegates to senior management responsibility for making operational decisions. As such, Board Members do not involve themselves in the day to day management of the Commission.

Individual Board Members must perform their responsibilities with the same care an ordinarily prudent business person would use in managing his or her own affairs. This means that the Board Member should act in good faith, stay informed and active, and exercise independent judgment when making decisions on behalf of EASTECO.

Individual Board Members should delegate day-to-day duties to EASTECO's senior management, subject to the Board's review and oversight. Individual Board Members may delegate certain Board functions to committees of the Board. The duties that can be delegated to committees of the Board are typically specified in the EASTECO's by-laws. Also, as a Board Member, he/she may rely upon:

- Information provided by employees as part of their jobs;
- Professional advice of attorneys, independent public accountants, and other experts in their field; or
- Information provided by a Board committee in the course of its assigned work.

However, individual Board Members may not delegate their personal responsibilities as a member of the Board to others. At the end of the day, the individual Board Member and fellow Board Members bear the responsibility for determining what is best for the Commission.

Individual Board Members must always perform their duties in good faith with the best interests of the Commission in mind. This means that they must not seek to derive private gain from business transactions that involve the Commission or advance their own interests at the expense of the Commission. Acts of self-dealing constitute a breach of fiduciary duty which may result in personal liability to the EASTECO.

The main roles of an individual Board Member, as distinct from those to the board, are to bring an independent perspective to the board, to assist in the provision of leadership to the Authority and to foster its continued effectiveness, and that of the Board.

Board Members are expected to add value to the Commissions, proportionate to the time commitment arising from their non-executive status. In any event, Board Members must allocate sufficient time to become familiar with the operations of the Commission and to meet their individual accountability to take the positive steps

Individual Board Members should avoid conflicts of interest and even the appearance of impropriety.

The Board has adopted a Conflict of Interest Policy that applies to all Board Members and senior managers of EASTEKO. A Board Member must familiarize themselves with the Conflict of Interest Policy and ensure that he/she and fellow Board Members comply with it. Individual Board Members must act in a manner that is consistent with the provisions of the EASTEKO Protocol. In addition, Board Members must comply with all EAC laws and regulations as they apply to the Commission.

Individual Board Members should not disclose information about EASTEKO's activities unless the Board decides to make the information public, or unless the information is a matter of public record.

5.4.2. General Board Members' Rights and Responsibilities

Board Members shall	Meaning:
Exercise their powers with appropriate care and diligence that is reasonable in all of the circumstances;	The Corporate Governance principles introduced an important safe harbor for Board Members known as the business judgment rule which will excuse Board Members from liability in relation to a transaction/action (often referred to as a business judgment) if their decisions are made in good faith, they have no personal interest in the subject matter of the relevant decisions, they appropriately inform and rationally believe that the decision is taken in the best interests of EASTTECO.
Act honestly, in good faith, and in the best interests of EASTTECO.	No special consideration should be given to any particular interest group or others unless there is general agreement among the Board Members to that effect. (This is both a general law duty as well as a statutory duty. A breach of this provision, if taken to court, can result in a Board Member being fined a significant sum of money or, in serious cases, even imprisoned.)
Not allow a conflict of duty and interest to arise.	Board Members must use the powers vested in them properly and for the best interests of EASTTECO. Conflicts can arise not merely because Board Members choose to further their own interests at the expense of EASTTECO, but also if they favor outside interests at the expense of the general interests of EASTTECO.
Not misuse their position for their own or a third party's possible advantage unless this course of action is consented to by the Governing Board representatives	The law will usually require the Board Members to account to it for any gain made from the relevant authority.
Not use information obtained by them in their capacity as Board Member improperly	This prohibits the Board Members from disseminating information to outsiders, unless they are given permission by the EASTTECO to do so .EASTTECO has a confidentiality deed that it may require Board Members to sign. Even where Board Members are appointed by particular interest groups (e.g. groups of students, Council, EASTTECO staff, etc.) or believe that they have an obligation to a particular interest group, this overriding obligation not to disclose information remains.
Resolve differences of opinion in a confidential, professional and mature manner	Any dispute or difference of opinion between Board Members should be raised with the Board and debated within the Board. When appropriate, such difference can be raised at general meetings for discussion and debated at those meetings.
Ensure that their statutory obligations are being met	Includes a duty to: <ul style="list-style-type: none"> • ensure that proper accounts and other records are kept; • - not to allow EASTTECO to engage in malpractices
Participate in Board and Committee meetings	All members should endeavor to attend all meetings.
Take decisions based on authentic information	The Board Members should always make decisions based on appropriate information from management.

Board Members have the right;	Meaning:
1. To seek information in relation to EASTTECO's activities and business decisions	<p>Any Board Member may request information as they see fit (via the Secretary to the Board or relevant Chairperson) and may raise any issue of concern to them.</p> <p>Confidential information is provided to Board Members on the basis that they will keep the information confidential and will not disseminate it, without the permission of EASTTECO, to other parties. EASTTECO may require Board Members to sign a Confidentiality Deed. Meeting agendas are prepared by the Secretary to the Board in consultation with the Chairperson. Board Members can propose agenda items to the relevant Chairperson or Secretary to the Board prior to the agenda distribution (normally 5 days in advance of the meeting). Alternatively, if the agenda has already been distributed, Board Members may still nominate new items, at or before the meeting, to be discussed under "Any Other Business".</p> <p>It is not accepted practice for any individual Board Member to seek to manage or direct EASTTECO operations except via the Secretary to the Board or Board meetings</p>
2. To access training related to the effective discharge of their duties and responsibilities	<p>The Board should be trained to ensure that they effectively execute their oversight role and also ensure that the Secretary to the Board and his/her team discharges their duties in an effective, responsible and prudent manner in the collective interests of the Board</p>

5.4.3 Specific Roles and Responsibilities of Individual Board Members

1) Board Activity

Each Board Member has the responsibility to;

- a) Become familiar with EASTTECO including;
 - Its vision, strategies, objectives and critical success factors;
 - Its operations;
 - Its governance and legal framework; and,
 - Its organizational structure and Senior Management team.
- b) Exercise due diligence and reasonable care in all matters, including fulfilling duties.
- c) Use good judgment and act honestly and with integrity.
- d) respect confidentiality
- e) Take a collaborative approach and work to build consensus on issues.
- f) Maintain a collegial relationship with other Board Members.
- g) Devote sufficient time to Board matters, including orientation and ongoing educational development
- h) Understand the difference between governing and managing, and not encroach on areas of responsibility which have been delegated to management.
- i) Through the Board Chairperson, provide counsel and advice to Senior Management.
- j) Identify potential conflict areas - real or perceived - and ensure that they are disclosed and addressed in accordance with the General By-laws of the Commission.
- k) As necessary and appropriate, communicate with the Board Chairperson and Executive Secretary between meetings.
- l) Demonstrate a willingness and availability for individual consultation with the Board Chairperson and & Executive Secretary.

- m) Evaluate the performance of the Executive Secretary and the Commission.
- n) Participate in the assessment of the Board's performance.

2) Preparation and Attendance

Each Board Member has the responsibility to: s

- a) Prepare thoroughly for each Board and Committee meeting, by requesting appropriate information and reviewing materials.
- b) Maintain an excellent Board and Committee meeting attendance record.
- c) Become familiar with deliberations and decisions as soon as possible after any missed meetings.

3) Participation

Each Board Member has the responsibility to:

- a) Participate actively in Board and Committee meetings.
- b) Ask relevant, probing questions of management, auditors, other Board and Committee members and outside advisors, in an appropriate manner and at proper times.
- c) Focus inquiries on issues related to strategy, policy, implementation and results rather than issues relating to the day-to-day management of The Commission.
- d) Advise the Executive Secretary or Board Chairperson in advance of introducing significant and previously unknown information at a Board meeting.
- e) Speak and act independently

4) Committee Work

Each Board Member has the responsibility to:

- a) Be knowledgeable about the purposes and goals of the Committees established by the Board.
- b) Participate in Committees if so requested by the Board.
- c) Understand the processes by which the Committees work and the role of Senior Management and staff supporting them.
- d) Participate in Board reviews of the performance of Committees.

5) Other Appointments

From time to time, Board Members may be asked by the Board, through the Board Chairperson, to participate as members of boards of related organizations, advisory bodies or to take on other assignments on behalf of the Board. Before accepting such appointments, Board Members have the responsibility to ensure that they have sufficient time to devote to such activities and that any potential conflicts of interest have been disclosed.

5.5 The Secretary to the Governing Board

5.5.1 Introduction

The Executive Secretary is the Secretary to the Governing Board according to Article 11, Section C of the Protocol and is accountable to the Board. The Executive Secretary supports the Board Chairperson with reference to external and Community relationships and matters of Board process and procedure.

5.5.2 Specific Duties and Responsibilities

The Secretary to the Board has the following responsibility to:

1) Board Management

- In accordance with the Board calendar, prepare draft agendas for Board and Board Committee meetings for discussion with the Chairperson and/or Vice Chairperson and Board Committee Chairpersons, as appropriate.
- Coordinate, prepare and disseminate Board and Board Committee documents, agendas, information packages and management reports for Board and Board Committee meetings.
- Arrange and attend Board and Board Committee meetings, and be the recording secretary for such meetings.
- Prepare Board and Board Committee meeting minutes and ensure that all decisions are accurately recorded.
- Ensure that decisions taken by the Board are communicated to Senior Management in a timely manner and that items emerging from meetings that require Board attention are addressed.
- Ensure and maintain the confidentiality of Board and Board Committee deliberations as appropriate.
- Disseminate copies of the meeting minutes adopted by the Board and Board Committees in accordance with Board policy.
- Provide advice to staff of The Commission and to others who may be called upon or wish to make submissions to the Board or Board Committees, on the format, content and timeline requirements for such submissions.
- Draft correspondence for the Board and maintain a record of all communications to and from the Board.

2) Governance

- Act as an information source and advisor to the Chairperson on matters related to the Commission's governance framework to ensure compliance with applicable legislation, by-laws and policies.
- Analyse and report on the implications of proposed changes to policies of the Board.
- Develop and ensure the materials contained in the Board Manual are current.
- Administer Board Members remuneration consistent with Board policies
- Arrange and prepare materials for the orientation of new Board Members as well as any ongoing orientation, training and professional development sessions for Board Members.
- Respond to internal and external inquiries and act as an information source on Board-related matters.
- Liaise with staff on matters that may be of concern to the Board.
- Draft reports and undertake research on topics requested by the Board.

3) Corporate Records

- Maintain and act as custodian for the documents, meeting materials, reports and minutes of the Board and Board Committees.
- Ensure the corporate record is at all times accurate and up to date.

5.6 Board Committees

Board committees allow for a division of labor and enable Board Members with the requisite expertise to handle matters that require detailed review or in-depth consideration

Committees will make decisions on the board's behalf or submit recommendations for its consideration, depending on their specific charters/Terms of Reference.

Committees help Board Members get involved and give them important insights to help them oversee the activities of the Commission. Participation in committee meetings give Board Members an opportunity to consider issues thoroughly and better understand the activities of the Commission. Overlapping committee memberships can help integrate board activities.

5.6.1 Benefits of Committees

The benefits inherent in the use of the committee system include the fact that they:

- a) are smaller in size and are able to devote more time to the assignments on hand;
- b) can delve into complex issues;
- c) can act as a liaison between the Board and Management and thus take off a lot of pressure from Management; and
- d) Facilitate decision making process of the full Board.

Each committee will have a clear statement of its mission, authority, responsibility, and duration. Committee charters help ensure that important board functions are not neglected because of misunderstandings or incomplete delegations.

Committees will report regularly to the board. The entire board is ultimately responsible for all board and committee decisions. The board will assure itself that the committee acted responsibly and its recommendations are reasonable.

The Protocol does not mention particular committees to be put in place but, in line with the best practice and nature of EASTECO, the following committees can be put in place:

- a) Finance, and Administration Committee
- b) Audit and Risk Committee
- c) Science & Technology Policy and Regulation Committee
- d) Research and Innovation Development Committee
- e) Outreach and Partnerships Committee

The role of Human Resources will be handled at EAC Board level.

Science & Technology Policy and Regulation Committee

The purpose of Science and Technology Policy and Regulation Committee is to assist the Board in overseeing EASTECO's strategic direction and investment in Science and technology, and ensuring that related policies, projects and investment criteria align with the Commission's broader strategic goals and priorities. The Committee shall be responsible for monitoring the state of Science and technology capabilities within the Community and identifying the associated risks and opportunities that could have a significant impact on the operations of the Community. The Committee shall further assist the Board in providing effective oversight of promoting Partner States technology systems, projects, security, and performance.

Role

- a) Formulate and approve the policies guidelines and procedures for promoting science and technology in Partner States
- b) Monitor and evaluate the implementation of agreed regional science and technology policies;
- c) Maintain liaison with the national and international agencies that provide financial and technical support for the implementation of the science and technology policy;
- d) provide policy guidance and/or expert advice in the sphere of science and technology;
- e) Establish mechanisms to solicit support from the partner states, policy makers and the private sector in order to promote the formulation and revision of policies, strategies, laws and regulations for science innovation and technology and the monitoring of the implementation of science, innovation and technology development activities;
- f) Promote and advocate for the development of science, innovation and technology human resources by building capacity in science, innovation and technology education and training programmes and providing assistance in the development of appropriate science and technology curricula of the various levels of the education systems;
- g) To promote education and training for members and stakeholders
Advise on practices that foster the rights, welfare, privacy and confidentiality of research participants in the social, innovation and technology research.

Audit and Risk Committee

An audit and risk committee performs a key role because it oversees the audit function and financial reporting processes and helps strengthen communication between management and the auditors. The audit committee also often oversees risk management and compliance with the laws and regulations affecting The Commission.

This committee is also responsible for overseeing all of The Commission's risk management activities specifically operational, legal and other risks of The Commission. This type of committee structure promotes an integrated approach to evaluating and monitoring interrelated risks.

The audit and risk committee should supervise the audit function directly to verify that auditors, internal and external, are independent of Authority management and are objective in their findings. The committee should work with these auditors to verify that The Commission has comprehensive audit coverage

The committee should hire senior audit personnel, set compensation, review audit plans, and evaluate performance. It should seek to retain auditors who are fully qualified to audit the kinds of activities in which The Commission engages. The committee may meet with The Commission's examiners as necessary, sometimes without management, to review reports and discuss findings. Finally, the committee should monitor management's efforts to correct deficiencies described in an audit or a regulatory examination.

In addition to traditional audit functions, the audit and risk committee may be a vehicle for communicating risk management concerns to the board. The audit and risk committee should ensure that risk management evaluation functions are independent, because the objective is to evaluate management's ability to manage risk within the policies established by the board of Board Members. As a result, many organizations have a requirement that risk management findings be reported directly to the board's audit and risk committee

Finance and Administration Committee

The purpose of this Committee is also to advise the Board in fulfilling its obligations and oversight responsibilities relating to financial planning of the Commission.

The Finance and Administration Committee also monitors, provides advice and counsel to, the Board and the Commission's management regarding the capital structure and policies, financial position and policies, financing activities etc.

This Committee establishes investment policies, standards and procedures, and reviews, approves and monitors EASTECO's annual investment plan and also reviews the approach to investment risk management.

Research and Innovation Development Committee

Role

- a) Identify critical areas of regional economic importance towards which Research, Innovation and Technology efforts should be directed
- b) Institutionalize national and regional awards to promote technological innovations
- c) Stimulate and carry out awareness promotion programmes on intellectual property (IP) and technology innovation among researchers, inventors and the business community
- d) Promote the transfer of technology through conventional methods including information exchange and training, purchase and license agreements and joint venture agreements with foreign partners in which research and development is given prominent consideration and in support of this, establish and maintain regional capacity for negotiating, monitoring and regulating technology transfer agreements;
- e) Promote public understanding of science, technology and innovation
- f) Facilitate information exchange, resource sharing and repackaging conservation and preservation of information and knowledge among various stakeholders
- g) Appraise, review, monitor and evaluate priority for science and technology programmes, plans and projects for economic growth
- a) Promote the use of local expertise in science and technology matters through the use of a set of professional standards, ethics and guidelines and support professional science, innovation and technology associations
- b) Encourage the establishment and promote the coordination of research institutions that undertake research and development activities which promote national socio economic development and other specialized research and development activities in a manner that enhances cooperation and collaboration among Partner States and international science and technology personnel and institutions;

Outreach and Partnership Committee

5.6.2 Appointment of Committee Members

Composition

- a) The Board shall constitute the membership of the committees.
- b) The chairperson of a Committee shall be appointed by the Board. However, the Board may also delegate that responsibility to the members themselves.
- c) Non-Board members may be co-opted as members.
- d) General Committees not to be chaired by Chairperson

Secretary; The Secretary to the Board shall serve as secretary to all standing committees, unless otherwise prescribed by Board

Terms of Reference (TOR) for Committees; the terms of reference of the Committees are detailed in this manual and the Board shall review them from time to time.

Conduct and Procedures of Committee Meetings

- Committees shall observe the same rules of conduct and procedure as the Board(refer to Appendix 1)
- Meetings shall be called by the use of notice and agenda. Papers shall be dispatched to members at least two weeks before each meeting to allow for through preparation.

Participation of Management in Committee meeting; Senior Management staff may be invited to the meetings of the Committee to provide technical/professional advice as and when necessary. They shall not be eligible to vote on issues requiring decision-making. They may also be excluded from participating in some aspects of the meeting by the Committees.

Recommendations of Committees; Committees shall submit written recommendations to the Board for consideration and approval. Committees shall not make decisions, except where they have been specifically authorised by the Board to do so.

Authority

For purposes of carrying out their assignments, committees may be authorised to:

- a) Consider all issues within their terms of reference;
- b) Obtain professional advice and opinion; and
- c) Consult and seek information from employees of The Commission, where necessary

5.6.3 Evaluation of the Performance of Committees

Committees shall undertake self-review of their operations annually. Report on the review shall be submitted to the Board, for consideration and guidance.

5.6.4 Guidelines for Committees of the Board

The following guidelines apply to all committees of the Board regardless of specific terms of reference which may be created from time to time.

- 1) Each committee will review its own terms of reference periodically, and any changes will be submitted to the Board for approval.
- 2) Each committee will make periodic reports and/or recommendations to the Board in respect of the subject on which it was created to advice. The Board will take into consideration, but will not be bound by, committee recommendations.
- 3) Committee Chairpersons and members are appointed by the Board, on the recommendation of the Board Chairperson at the first meeting of the Board Members following the annual meeting and shall hold office until the annual meeting held two years after their appointment, or until their successors are appointed. A committee member may be removed or replaced at any time by the Board.
- 4) The Board Chairperson will be an ex-officio and non-voting member of all committees on which the Board Chairperson is not formally a member.
- 5) The number of members and composition of each committee is indicated in each committee's terms of reference.
- 6) All committees, except the Human Resource Committee, may include up to two members who are not currently Board Members but who bring experience and skills that enhance the committee's ability to achieve its mandate.
- 7) Each committee will meet at least once each year, or more frequently as deemed necessary by the committee. Generally, meetings will be scheduled each year in advance.

- 8) Each committee shall have a committee timetable, as part of its terms of reference, which outlines when the committee plans to address each of its duties and responsibilities during the course of the year.
- 9) Notice of the time and place of every meeting shall be given at least 48 hours prior to the time fixed for such meeting. Notice shall be made in writing, facsimile, or email communication to each member of the committee and the Board Chairperson. A member may in any manner waive notice of a meeting. Attendance at a meeting shall be considered a waiver of notice of the meeting, except in the situation where attendance is for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
- 10) The Chairperson of a committee or any two members of a committee may call a meeting of the committee.
- 11) If the committee Chairperson is not present at any meeting of a committee and has not made arrangements for a replacement, one of the other members of the committee present at the meeting shall be chosen by the committee to preside at the meeting.
- 12) The Secretary to the Governing Board will ensure that the minutes of each committee meeting are prepared and given in a timely fashion to each committee member. A complete meeting record will be maintained by the Secretary to the Governing Board or, in their absence, the Deputy Secretary to the Governing Board, and will be made available to all Board Members.
- 13) A committee member may participate in a committee meeting by telephone, videoconference, or other communication facilities that permits all persons participating in the meeting to communicate adequately with each other. A member participating in such a meeting by any such means is deemed to be present at the meeting.
- 14) Any Board Member may attend committee meetings as a non-voting participant. As well, a committee may invite such Board Members or, in consultation with the Executive Secretary, such employees of EASTECO or consultants, as may be considered desirable to attend meetings, and assist in the discussion and consideration of the business of the committee.
- 15) Each Committee Chairperson will advise the Executive Secretary or his/her delegate when the committee wishes to use EASTECO staff, if any, as committee support.
- 16) A committee may, from time to time, require the expertise of outside resources. No outside resource will be retained without the approval of the Board or Board Chairperson, generally in consultation with the Executive Secretary.
- 17) Each committee may delegate matters under its jurisdiction to a subcommittee or individual committee member, with the provision that all work performed by such subcommittee and/or individual committee member must be reported at each committee meeting.
- 18) A quorum for the transaction of business at a committee meeting will be a majority of the authorized number of members. Questions arising at a meeting will be determined by a majority of votes of the members present.
- 19) The Secretary to the Board will canvass Board Members with a view to establishing a meeting schedule, and will work with the committee chairpersons towards the establishment of meeting agendas and preparation of meeting materials.
- 20) The Chair of each Board committee shall:
 - lead the committee in undertaking the duties and responsibilities that it is charged with by the Board, as outlined in its terms of reference
 - Ensure that committee members receive all the information they require in timely fashion;
 - Ensure the committee has adequate access to all members of EASTECO management, if any, necessary for it to undertake its responsibilities;
 - Set agendas for committee meetings in consultation with the Executive Secretary;
 - Chair committee meetings;
 - Lead the committee in a periodic review of its performance; and



- Consult with the Board Chairperson to ensure the committee is composed of members with the skill, experience and/or necessary training relative to the committee's responsibilities.

6 FINANCE AND ADMINISTRATION COMMITTEE

6.1 Role

Financial and Strategic Plans

- Review the Commission's financial plans and objectives.
- Review and make recommendations to the Board with regard to the Commission's annual operating budget and three-year plans.
- Review the Commission's allocation of capital, annual capital budget, and policies related to capital expenditures.
- Periodically review the Commission's uses of cash, including capital expenditures, stock and bond repurchases, and dividend payments and, if appropriate, make recommendations to the Board with respect thereto.
- Periodically review the Commission's cash requirements and sources of cash, including debt or equity issuances, revolving credit facilities, or other debt instruments or facilities, and, if appropriate, make recommendations to the Board with respect thereto.

Financial Reporting

The Committee will review the annual financial statements and the financial information contained in other financial disclosure documents such as Management's Discussion and Analysis, the Annual Report of the Commission, and will make a recommendation to the Board as to whether such material should be approved. The Committee will provide an explanation if it cannot recommend approval. The review will include:

- Determining that the financial statements are reasonable and fairly presented in accordance with generally accepted accounting principles and that the financial information contained in the financial statements and other financial disclosure documents is complete and accurate in all material respects;
- Reviewing Management's Discussion and Analysis, where such is prepared, and consider whether the information is adequate and consistent with Board Members' knowledge of the Commission.
- Reviewing any material changes in accounting principles or policies or financial reporting practices or requirements that may affect the current period's financial statements.
- Reviewing Senior Management's assumptions supporting significant estimates or judgments affecting the financial statements.
- Obtaining and reviewing summaries of significant or unusual transactions, and other potentially complex matters.

- Discussing with Senior Management and/or the External Auditors the effect of any off-balance sheet transactions, arrangements, obligations (including contingent liabilities), and other relationships with unconsolidated entities or other persons that may have a material or current effect on the Commission.
- Reviewing a summary provided by Senior Management of the status of any material pending, currently outstanding or threatened litigation annually, and material changes quarterly; and confirming with Senior Management whether there has been any reported evidence of a material violation of any laws or breach of fiduciary duty or similar violation that may not have reached the litigation stage.
- Reviewing and discussing the External Auditor's report in detail with Senior Management and the External Auditors, and resolving any disagreements between Senior Management and the External Auditors regarding financial reporting.
- Through discussion with Senior Management, the External Auditor and the Internal Auditor, obtaining assurance that the risk of material misstatement of the financial statements is acceptably low.
- Shall review all investment proposals and make recommendations to the Board
- Shall formulate appropriate policies on investment and recommend to the Board
- Monitor and evaluate all investments to ensure that the Commission is receiving value for money
- Review on a quarterly basis the results of all investments.

Governance

- Oversee all arrangements for the induction of new Board members;
- Coordinate Board evaluation and provide feedback to the Board;
- Ensure The Commission adopts best practice in every aspect of the operations of the Board;
- Report to the Board on developments in corporate governance
- Recommend strategic direction of the organization;
- Formulate policies that will improve upon Board-Management relations;
- Ensure that there is a succession plan in place for all management positions;
- Evaluate periodically the Board and its Committees.
- Review and recommend the appointment of Board Members and their remuneration.
- Appoint Senior Management in liaison with the Executive Secretary.

Human Resource Management

- Review, and recommend to the Board, the Executive Secretary's annual goals and objectives.
- Oversee the implementation of the Executive Secretary evaluation process
- Review and recommend to the Board proposed changes to the compensation philosophy and guidelines for the Executive Secretary and Officers, including salary, incentive awards, perquisites, benefits and other remuneration.
- Review and recommend to the Board compensation for the Executive Secretary, Including salary, incentive awards, perquisites, benefits and other remuneration.
- Review the Executive Secretary's plans regarding compensation for Officers, including salary, incentive awards, perquisites, benefits and other remuneration.
- Review and recommend to the Board a succession plan to deal with a planned or unplanned departure of the Executive Secretary.
- Annually review and verify for completeness, succession and development plans for management prior to the Executive Secretary's discussion of those plans with the Board.

- Review the Executive Secretary's plans regarding the employment and severance arrangements for Officers.
- Review any significant organizational structure changes planned by the Executive Secretary.
- Recommend to the Board the general terms upon which management will be authorized to negotiate any of EASTECO's collective agreements and recommend ratification of a negotiated collective agreement to the Board.
- Review EASTECO's significant human resources policies, and recommend to the Board any amendments, additions or deletions as appropriate.
- Review the results of any surveys to measure employee engagement.
- Stay informed on best practices in human resources and compensation issues as relevant to the mandate of this Committee.
- Oversee safety and security matters.
- Assume other related responsibilities as assigned to the Committee by the Board.
- Review and recommend Executive Secretary long term incentive plan.
- Review Committee Charter/Terms of Reference.
- Complete Committee checklist for review.

Remuneration

Specific responsibilities include:

- Review and recommend to the Board for approval, of staff and management, compensation plans;
- Review board remuneration and make recommendations to the Board for approval and onward transmission to the Council;
- Monitor compliance by management with regard to their terms and conditions of contract; and
- Recommend appropriate guidelines for staff performance approval, rewards and sanctions.

Legal

- Recommend to the Board amendments to the legislative document;
- Ensure that the Commission complies with all legal issues pertaining to their area of operation;
- Advise on legal issues.

Ethics

- Review and recommend to the Board all matters pertaining to professional standards and practice.

Ensure that there is a code of conduct in place for Board members, management and employees and monitor its implementation.

Other Responsibilities

- Advise on placement of surplus funds or sourcing funds to meet operational needs
- Perform an annual performance evaluation of the Committee.
- Delegate authority and responsibility as the Committee deems proper and periodically review such delegations.
- Conduct other activities within the scope of the Finance and Administration Committee's purpose and authority as the Board may from time to time determine.
- Periodically review this charter and make recommendations to the Board with regard to any changes to the charter that the Committee believes would be desirable.

6.2 Composition

- Comprise at least 2 to 4 (maximum) members with all members being from the appointed Governing Board
- Members with business knowledge and skills and familiarity with Financial Planning and investment concepts.
- The Executive Secretary, Board Member Finance & Administration, Manager Finance and Accounts and if need be the external auditor's representative may sit in attendance at the meetings of the Committee.
- Board members with good business acumen and knowledge of credit, finance, banking, and general management or entrepreneurial experience

6.3 Frequency of Meetings

Minimum of 2 times annually as and when required for approval of major financial projects.

6.4 Duties and Responsibilities

Subject to the powers and duties of the Board, the Committee will complete the requirements as outlined in the 'Board Finance and Administration Committee duties and responsibilities annual checklist' below. The Committee will annually review and complete its checklist at the last meeting of the year. The Committee will report to the Board its compliance with the committee checklist and note any exceptions at the first Board meeting of each year.

6.5 Accountability

The Committee will report its discussions to the Board by distributing the minutes of its meetings and/or by oral or written summary in form of an activity report at the next meeting of the Board of every major matter considered since the Board's last meeting.

Finance and Administration Committee Annual Checklist

REQUIREMENTS	ACTION	STATUS
FINANCIAL AND STRATEGIC PLANS		
Review the Commission's financial plans and objectives.	Review	
Review and make recommendations to the Board with regard to the Commission's annual operating budget and three-year plans.	Review and Recommend	
Review the Commission's allocation of capital, annual capital budget, and policies related to capital expenditures.	Review	
Periodically review the Commission's uses of cash, including capital expenditures, stock and bond repurchases, and dividend payments and, if appropriate, make recommendations to the Board with respect thereto.	Review	
Periodically review the Commission's cash requirements and sources of cash, including debt or equity issuances, revolving credit facilities, or other debt instruments or facilities, and, if appropriate, make recommendations to the Board with respect thereto.	Review	
FINANCIAL REPORTING		
Determining that the financial statements are reasonable and fairly presented in accordance with generally accepted accounting principles and that the financial information contained in the financial statements and other financial disclosure documents is complete and accurate in all material respects;	Review	
Reviewing Management's Discussion and Analysis, where such is prepared, and consider whether the information is adequate and consistent with Board Members' knowledge of the Commission.	Review and analyze	
Reviewing any material changes in accounting principles or policies or financial reporting practices or requirements that may affect the current period's financial statements.	Review	
Reviewing Senior Management's assumptions supporting significant estimates or judgments affecting the financial statements.	Review	
Obtaining and reviewing summaries of significant or unusual transactions, and other potentially complex matters.	Obtain and Review	

REQUIREMENTS	ACTION	STATUS
Discussing with Senior Management and/or the External Auditors the effect of any off-balance sheet transactions, arrangements, obligations (including contingent liabilities), and other relationships with unconsolidated entities or other persons that may have a material or current effect on the Commission	Discuss	
Reviewing a summary provided by Senior Management of the status of any material pending, currently outstanding or threatened litigation annually, and material changes quarterly; and confirming with Senior Management whether there has been any reported evidence of a material violation of any laws or breach of fiduciary duty or similar violation that may not have reached the litigation stage	Review	
Reviewing and discussing the external auditor's report in detail with Senior Management and the external auditors, and resolving any disagreements between Senior Management and the External Auditors regarding financial reporting	Review and Discuss	
Through discussion with senior management, the external auditor and the internal auditor, obtaining assurance that the risk of material misstatement of the financial statements is acceptably low.	Discuss	
INVESTMENTS		
Review all investment proposals and make recommendations to the Board.	Review	
Formulate appropriate policies on investment and recommend to the Board	Formulate	
Monitor and evaluate all investments to ensure that the Commission is receiving value for money	Monitor and Evaluate	
Review on a quarterly basis the results of all investments.	Review as required	
OTHER RESPONSIBILITIES		
Perform an annual performance evaluation of the Committee.	Review	
Delegate authority and responsibility as the Committee deems proper and periodically review such delegations.	Delegate	
Conduct other activities within the scope of the Committee's purpose and authority as the Board may from time to time determine.	As required	
Periodically review this charter and make recommendations to the Board with regard to any changes to the charter that the Committee believes would be desirable	Review	

GOVERNANCE REQUIREMENTS	ACTION	STATUS
At least annually, review the governance framework for the Commission and advise the board regarding: i) Areas of concern; ii) Best practices; and recommended changes.	Review and recommend	
Annually review the Board Manual and make recommendations for changes, as appropriate.	Review and recommend	
Ensure appropriate structures and procedures are in place to allow the Board to function effectively.	Oversee	
Annually review the composition of the Board as a whole and recommend, if necessary, recommend changes to the board skills and experience profiles.	Review and recommend	
As vacancies arise, assist the Board to review the skills and experience required on the Board, update the board skills and experience profile, identify any gaps that should be filled in new Board Members candidates and communicate the Board's needs to the Screening Panel.	Review and recommend	
Assist the Board with respect to Board succession, including communication with the screening panel on behalf of the board as directed by the Board.	Assist and support	
As required, and as directed by the Board, identify to the screening panel potential board candidates qualified to stand for re-election or to become new members of the Board, consistent with board skills and experience profile.	Assist and support	
Ensure programs are in place for new Director orientation and ongoing Director professional development (and received feedback from new Board members).	Oversee	
Assist and support the annual review processes (including a review by the full Board and discussion with management) for evaluating the effectiveness of the Board, Committees, the Board Chairperson, Committee Chairpersons and Board Members.	Assist and support	
Periodically review and assess the commission's communication to stakeholders and the public with respect to its policies and practices in the areas of corporate governance.	Review and assess	
Receive semi-annual reports on the status of the corporate privacy program.	Review	
Review and monitor legislation and/or litigation affecting the duties, responsibilities and potential liability of Board Members.	Review and monitor	
HUMAN RESOURCE MANAGEMENT REQUIREMENTS		
Review, and recommend to the Board, the Executive Secretary's annual goals and objectives.	Review and recommend	
Oversee the implementation of the Executive Secretary evaluation process	Implement and lead	
Review and recommend to the Board proposed changes to the compensation philosophy and guidelines for the Executive Secretary and Officers, including salary, incentive awards, perquisites, benefits and other remuneration.	Review and recommend	

GOVERNANCE REQUIREMENTS	ACTION	STATUS
Review and recommend to the Board compensation for the Executive Secretary, including salary, incentive awards, perquisites, benefits and other remuneration.	Review and recommend	
Review the Executive Secretary's plans regarding compensation for Officers, including salary, incentive awards, perquisites, benefits and other remuneration.	Review	
Review and recommend to the Board a succession plan to deal with a planned or unplanned departure of the Executive Secretary.	Review and recommend, as required	
Annually review and verify for completeness, succession and development plans for management prior to the Executive Secretary's discussion of those plans with the Board.	Review and verify	
Review the Executive Secretary's plans regarding the employment and severance arrangements for Officers.	Review, as required	
Review any significant organizational structure changes planned by the Executive Secretary.	Review, as required	
Recommend to the Board the general terms upon which management will be authorized to negotiate any of EASTECO's collective agreements and recommend ratification of a negotiated collective agreement to the Board.	Recommend	
Review EASTECO's significant human resources policies, and recommend to the Board any amendments, additions or deletions as appropriate.	Review and recommend	
Review the results of any surveys to measure employee engagement.	Review	
Stay informed on best practices in human resources and compensation issues as relevant to the mandate of this Committee.	Stay informed	
Oversee safety and security matters.	Oversee	
Assume other related responsibilities as assigned to the Committee by the Board.	Review/recommend / implement/lead, as required	
Review and recommend Executive Secretary long term incentive plan.	Review and recommend	
Review Committee Charter/Terms of Reference.	Review and recommend	
Complete Committee checklist for review.	Complete and report	
REMUNERATION		
Review and recommend to the Board/ for approval, of staff and management, compensation plans;	Review and Recommend	
Review board remuneration and make recommendations to the Board for approval and onward transmission to Ministry of Finance through the Sector Minister	Review and Recommend	
Monitor compliance by management with regard to their terms and conditions of contract	Over see	
Recommend appropriate guidelines for staff performance approval, rewards and sanctions.	Recommend	
LEGAL		

GOVERNANCE REQUIREMENTS	ACTION	STATUS
Recommend to the Board amendments to the legislative document;	Recommend	
Ensure that The Commission complies with all legal issues pertaining to their area of operation;	Oversee	
Advise on legal issues.	Advise	
ETHICS	ACTION	STATUS
Review and recommend to the Board all matters pertaining to professional standards and practice.	Review and Recommend	
Ensure that there is a code of conduct in place for Board members management and employees and monitor its implementation.	Oversee	

7 EASTECO SCIENCE AND TECHNOLOGY POLICY COMMITTEE

7.1 Purpose

The purpose of the Science and Technology Policy Committee is to assist the Board in overseeing the EASTECO strategic direction and investment in science and technology, and ensuring that related policies, projects and investment criteria align with the Commission's broader strategic goals and priorities. The Committee shall be responsible for monitoring the state of science and technology capabilities within the Community and identifying the associated risks and opportunities that could have a significant impact on the operations of the Community. The Committee shall further assist the Board in providing effective oversight of promoting Partner States technology systems, projects, security, and performance.

7.2 Composition

The Board will decide and nominate members from amongst themselves, an appropriate number to be part of Science and Technology Policy Committee.

The Committee may invite such other persons as it deems necessary to provide technical support. When the Chairperson is not available for a meeting, then the Committee members will appoint one of them to chair the meeting

The Board Chair may attend as an ex officio member of the Committee but is not counted in establishing quorum and does not vote.

7.3 Staff Support

The Executive Secretary will provide the primary staff support to the Committee. Other members of management will provide support on specific projects overseen by the Committee.

7.4 Duties and Responsibilities

Subject to the powers and duties of the Board, the Committee will complete the requirements as outlined in the Committee duties and responsibilities checklist below. The Committee will annually review and complete its checklist at the last meeting of the year. The Committee will report to the Board its compliance with the committee checklist and note any exceptions at the first Board meeting of each year.

7.5 Accountability

The Committee will report its discussions to the Board by distributing the minutes of its meetings and, where appropriate, by oral or written summary at the next meeting of the Board of every major matter considered since the Board's last meeting

7.6 Role of the Committee

- a) Formulate and approve the policies guidelines and procedures for promoting science and technology in Partner States
- b) Monitor and evaluate the implementation of agreed regional science and technology policies;
- c) Maintain liaison with the national and international agencies that provide financial and technical support for the implementation of the science and technology policy;
- d) Provide policy guidance and/or expert advice in the sphere of science and technology;
- e) Establish mechanisms to solicit support from the partner states, policy makers and the private sector in order to promote the formulation and revision of policies, strategies, laws and regulations for science innovation and technology and the monitoring of the implementation of science, innovation and technology development activities;
- f) Promote and advocate for the development of science and technology human resources by building capacity in science and technology education and training programmes and providing assistance in the development of appropriate science and technology curricula of the various levels of the education systems;
- g) To promote education and training for members and stakeholders
- h) Establish mechanisms to solicit support from Partner States in order to promote the formulation and revision of policies, strategies, laws and regulations for science and technology and the monitoring of the implementation of science and technology development activities
- i) Advise on practices that foster the rights, welfare, privacy and confidentiality of research participants in the social, innovation and technology research

Science & Technology Policy and Regulations Committee Duties and Responsibilities Annual Checklist

REQUIREMENTS	ACTION	STATUS
STRATEGIC PLAN		
Although the development and implementation of EASTECO Strategic plan is the responsibility of the entire Board, this Committee will assist in overseeing the development and implementation of an institutional Strategic Plan ("Plan") to help support achievement of EASTECO long term vision and strategic goals; ensure the Plan aligns with EASTECO'S overall strategic and financial priorities; recommend approval by the Board	Review and oversee	
SCIENCE & TECHNOLOGY POLICIES & PROGRAMMES		
Review policies to promote the development and harmonization of science and technology policies including strengthen partner states cooperation and coordination	Review and oversee	
Ensure that the Commission has put in place effective programs to demystify science and technology including promoting public understanding and awareness and meaningful participation and sharing of experiences through joint initiatives to develop science and technology.	Review and oversee	
Review and advise on programs to develop Human Resources in science, technology and retention strategies to make sure that there is capacity in the Community and that the developed capabilities are utilized within Partner States	Review and oversee	
Review and support management to promote programs designed towards the elimination of restrictions of movement of scientists and technologies within EAC for the purposes of Education and joint science and technology programs	Review and oversee	

REQUIREMENTS	ACTION	STATUS
Review and approve standards for promoting quality of teaching and learning in the areas of science and technology at all levels of education.	Review and oversee	
Ensure policies and programs are in place to forge strong partnership in EAC with a view to advance the science and technology development in partner states	Review and oversee	
Review and ensure sustainability in development of new Centers of Excellence established to promote science and technology.	Review and oversee	

8 EASTECO RESEARCH AND INNOVATION DEVELOPMENT COMMITTEE

8.1 Purpose

Promote, support, coordinate, and regulate research and development in the fields of food security, green belts, irrigation, water, climate change, crop science, livestock development, fisheries, soil science, environment, forestry, land resources, wildlife and other fields of agriculture and natural resources

8.2 Role

- a) Stimulate and carry out awareness promotion programmes on intellectual property (IP) and technology innovation among researchers, inventors and the business community
- b) Promote the transfer of technology through conventional methods including information exchange and training, purchase and license agreements and joint venture agreements with foreign partners in which research and development is given prominent consideration and in support of this, establish and maintain regional capacity for negotiating, monitoring and regulating technology transfer agreements;
- a) Appraise, review, monitor and evaluate priority science and technology plans and projects for economic growth
- b) Encourage the establishment and promote the coordination of research institutions that undertake research and development activities in a manner that enhances cooperation and collaboration among Partner States and international science and technology personnel and institutions;
- c) Promote and advocate for the development of science and technology human resources by building capacity in science and technology education and training programmes and providing assistance in the development of appropriate science and technology curricula of the various levels of the education systems;
- d) Identify critical areas towards which Research and Development efforts should be directed in Sciences and technology;
- e) Develop guidelines and procedures for conducting research in Sciences and technology;
- f) Review research project proposals in and make funding recommendations to the Governing Board;
- g) Solicit funding for research and development support in Agriculture, Natural Sciences and Biotechnology;
- h) Organise scientific fora on research in Sciences and technology;
- i) Develop programmes for strengthening research capacity in Sciences and technology.

Research and Innovation Development Committee Duties and Responsibilities Annual Checklist

REQUIREMENTS	ACTION	STATUS
RESEARCH PROJECTS		
In respect of proposed research projects, assist the Board in making a decision whether or not to proceed with the project.	Review and recommend	
During the development stage of a project, provide oversight of management's Project development plans and provide advice to management consistent with the Long Term Strategy as appropriate on the following: i) Project team and structure; ii) use and choice of outside consultants; iii) Project risk profile, timetable, critical path and mitigation strategies; iv) Project pro-forma model and sensitivity cases; v) Proposed key contractual heads of terms and an outline of contracting strategy; and vi) The timing of securing Board approval for commencement of Project including construction and/or major pre-commencement financial commitments.	Oversee	
During the implementation phase of a Project, review with management such items as the following: i) the proposed oversight program; ii) risk assessment, management and mitigation strategies; iii) use and choice of outside consultants; iv) co-ordination in the use of consultants retained by the Committee or Board; v) the identification of major Project milestones and progress in achieving them, including variance analysis and mitigation strategies; vi) a regularly updated Project risk profile and early warning of key issues or disputes and suggested mitigation strategies; vii) Project pro-forma model updates, showing actual expenditures versus budget, use of contingency and projected final expenditures; viii) expected completion schedule	Oversee and update	
Upon completion of the Project, determine which Project aspects will be retained for Committee oversight.	Review and oversee	
During the development stage of a Project, provide oversight of management's Project development plans and provide advice to management consistent with the Long Term Strategy as appropriate on the following: i) Project team and structure; ii) use and choice of outside consultants; iii) Project risk profile, timetable, critical path and mitigation strategies; iv) Project pro-forma model and sensitivity cases; v) Proposed key contractual heads of terms and an outline of contracting strategy; and vi) The timing of securing Board approval for commencement of Project including construction and/or major pre-commencement financial commitments.	Oversee	

9 EASTECO OUTREACH AND PARTNERSHIPS COMMITTEE

9.1 Purpose

The Committee will be instrumental in providing a mechanism for Partner states to work together and adapt the Governing Board's policies to better reflect the needs of the states represented.

The Committee is responsible for bringing together all relevant actors within the region to contribute to improving science and technology. This will include bringing together the different government institutions, social partners, entrepreneurs, NGOs, the education and science and technology sector, representatives of the civil society and many more. The interests of such partners, and therefore their approach to certain problems will usually be rather different.

9.2 Role

- a) Promote public understanding of science, technology and innovation
- b) Facilitate information exchange, and resource sharing
- c) Organize Regional science and technology fairs and open days so as to promote awareness and culture, documentation, consolidation and dissemination of relevant science and technology information and generally promote the role of information technology;
- d) Promote and maintain cooperation in science and technology within the Partner states and with international bodies connected with science and technology;
- e) Create science and technology awareness at the political and other levels of society and thereby obtain Partner States commitment towards the value of science and technology as integral parts of national development strategies;
- f) Establish mechanisms to solicit support from the Partner states, and the private sector in order to promote the formulation and revision of policies, strategies, laws and regulations for science and technology and the monitoring of the implementation of science and technology development activities;
- g) Manage and coordinate the science and technology fund
- h) Maintain liaison with the national and international agencies that provide financial and technical support for the implementation of the science and technology policy.
- i) Promote and maintain cooperation in science and technology with similar bodies in other countries and with international bodies connected with science and technology;

Outreach and Partnership Committee Duties And Responsibilities Annual Checklist

REQUIREMENTS	ACTION	STATUS
Ensuring the Partnership works		
Promote and maintain cooperation in science and technology within the Partner states and internationally	Stay informed	
Ensuring that there is a shared understanding of, and commitment to, this goal among all Partner states.	Stay informed	
The partners are willing to share some of their ideas, resources, influence and power to fulfil the goal.	Stay informed	

REQUIREMENTS	ACTION	STATUS
Review and recommend funding sources to the Governing Board	Review and recommend	
Ensuring there are resources available from either internal or external sources to continue the activities of the Commission.	Review and recommend	
Ensuring the Partner states communicate and promote the Commission and its mandate in the individual participating states.	implement /lead as required	
Putting in place formal structures for sharing information and resolving demarcation disputes.	implement /lead, as required	

10 AUDIT AND RISK COMMITTEE

10.1 Role

- a) Review internal audit function including its staffing requirements and mandate audit activities.
- b) Review and approve the Internal Audit Plan.
- c) Review internal and external audit reports, particularly reports of regulatory and monetary authorities and supervise the implementation of their recommendations.
- d) Facilitate dialogue between auditors and management regarding outcomes of audit activities.
- e) Propose external auditors and their remuneration.
- f) Work with external auditor to finalize annual financial statements before full board approval.
- g) Set up procedures for selecting suppliers, consultants and other service providers and ensure their compliance by Management.
- h) Organise periodic discussions with the Departments of Internal Audit and Financial Control.
- i) Define appropriate measures to safeguard the assets of The Commission.
- j) Ensure compliance with all applicable laws and regulations and operating standards.
- k) Review and approve and follow up major contracts, procurement and capital expenditure.
- l) Review actual spending against budget.
- m) Review and approve proposals for extra-budgetary spending.
- n) Review internal controls, operating procedures and systems and management information systems of The Commission.
- o) Review such investments and transactions that could affect the wellbeing of The Commission.
- p) Review key investments of The Commission.
- q) Review and endorse credits approved by management.
- r) Review and recommend to the full Board credit policy changes initiated by management.
- s) Review audit reports with respect to compliance with and implementation of Risk Management Policy.
- t) Review all other risks i.e. technology, market, strategic, foreign exchange, compliance, reputation, regulations, operational, legal and other risks.
- u) To review on a timely basis relevant and reliable reports on progress against business objectives and the related risk management programmes.
- v) To ensure that there is a Risk management programme including action plans and to take decisions on which risks can and should be covered mitigating arrangements.
- w) To ensure that all significant risks are identified, assessed and managed on an ongoing basis.
- x) To ensure that there is a widespread encouragement for greater awareness of risk management throughout the organization at all levels.

10.2 Composition of the Board

- Comprise at least 2 to 4 (maximum) members with all from the appointed Governing Board
- Members with business knowledge and skills and familiarity with accounting practices and concepts.
- The Executive Secretary, Director Finance & Administration, Manager Finance and Accounts and if need be the external auditor's representative may sit in attendance at the meetings of the Committee.
- Board members with good business acumen and knowledge of credit, finance, banking, and general management or entrepreneurial experience

10.3 Frequency of Meetings

Minimum of 2 times annually as and when required for approval of major financial projects

10.4 Duties and Responsibilities

Subject to the powers and duties of the Board, the Committee will complete the requirements as outlined in the 'Board Audit and Risk Committee Duties and Responsibilities Annual Checklist' below. The Audit and Risk Committee will annually review and complete its checklist at the last meeting of the year. The Committee will report to the Board its compliance with the committee checklist and note any exceptions at the first Board meeting of each year.

10.5 Accountability

The Committee will report its discussions to the Board by distributing the minutes of its meetings and/or by oral or written summary in form of an activity report at the next meeting of the Board of every major matter considered since the Board's last meeting.

Audit and Risk Committee Duties and Responsibilities Annual Checklist

REQUIREMENTS	ACTION	STATU
FINANCIAL PLANNING		
Review and recommend financial plans forwarded to the Board for approval, including financial plans contained within the Long Term Strategy, financial plans contained with the Base and Supplemental Plans, and the Business	Review and recommend	
Review and recommend the appropriateness and validity of any material assumptions and estimates used in the preparation of such financial plans/budgets.	Review and recommend	
Review and recommend the consistency of the financial plans/budgets with policies, objectives and initiatives approved by the Board.	Review and recommend	
Review and recommend the consistency of the financial plans/budgets with any other financial data.	Review and recommend	
Review any significant assumptions, forecasts, targets or performance goals used by management in the preparation of the financial plans/budgets.	Review and recommend	
FINANCIAL REPORTING		
Review financial reports and related information of EASTECO to ensure that any material deviation from budget, or any material indication that actual results will fail to meet budget expectations, are addressed by the Executive Secretary.	Review	
Review EASTECO's audited annual financial statements to ensure they are fairly presented in all material respects in accordance with generally accepted accounting principles.	Review	
Review the financial statements and reports, and make recommendations to the Board with respect to approval.	Review and recommend	
Determine whether appropriate accounting methods have been applied.	Review	
Discuss with management and with the External Auditor: <ul style="list-style-type: none"> a) all proposed changes in accounting policy; b) the import and presentation of all large risks or uncertainties; c) compliance with accounting standards; d) significant adjustments arising out of the audit process and related party transaction party transactions; and e) All estimates or judgments of management that may be material to financial reports. 	Discuss	
Question management and the External Auditor regarding significant financial report, recording or presentation issues discussed during the fiscal period and the manner of their resolution.	Discuss	

Examine the audited annual financial statements in conjunction with the report of the External Auditor, which may include determining whether the statements: <ul style="list-style-type: none"> a) properly reflect the significant accounting policies selected; b) reflect estimates and other financial statement elements that are reasonable and consistent; c) adequately disclose all major transactions and issues; d) disclose all post-year-end significant events; e) are understandable, relevant, reliable and comparable 	Review	
Review financial reports required under the FIA, Companies Act or any other law.	Review	
EXTERNAL AUDIT		
Recommend to the Board the appointment of the external auditor for EASTECO	Review and recommend	
Determine whether the performance of the external audit is satisfactory, effective and meets the requirements of EASTECO.	Review	
Review all issues related to any change in External Auditor and the planned steps of an orderly transition.	Review	
Review the terms of the External Auditor's engagement, and the appropriateness and reasonableness of the proposed audit fees.	Review	
Review on an annual basis the amount of fees paid to the External Auditors and their affiliates for audit related and non-audit consulting services provided to EASTECO, in accordance with best practices.	Review	
Review, in advance, non-audit services to be provided by the External Auditor's firm or an affiliate to ensure appropriate independence.	Review	
Pre-approve fee levels for audit related and non-audit related services provided to EASTECO's by its External Auditor.	Pre-approve/Decline	
Review the audit plan with the External Auditor and management.	Review	
Determine whether management has provided full and open disclosure to the External Auditor's inquiries.	Review	
Review problems experienced by the External Auditor in performing the audit, including any restriction imposed by management and all significant accounting issues on which there was a disagreement with management.	Review	
Review the post-audit opinion or management letter containing the recommendations of the External Auditor and review management's response and subsequent follow-up to any significant identified weaknesses.	Review	
The Committee will hold regular in-camera meetings with the external auditors.	Perform	

ACCOUNTING SYSTEMS AND INTERNAL CONTROLS		
Through discussions with management and the External Auditors, obtain reasonable assurance that EASTECO has implemented appropriate systems of internal control over financial reporting and that these systems are operating effectively.	Obtain reasonable assurance	
Review with EASTECO's Secretary to the Board on at least an annual basis any legal matters that could have a significant impact on EASTECO's financial statements, to ensure compliance with legal and regulatory requirements.	Review	
Review the evaluation of internal controls by the External Auditor, including any recommendations for improvement of EASTECO's accounting procedures and internal controls, together with management's response.	Review	
Direct the External Auditor's examinations to particular areas of concerns.	Direct	
INTERNAL AUDIT		
In consultation with the Executive Secretary, review and approve the terms of the Internal Auditor's engagement or termination.	Approve/ Decline	
Review and approve the internal audit plan.	Approve/ Decline	
Ensure the Internal Auditor's approach to risk and internal control is appropriate.	Review	
Determine whether the performance of the internal audit is satisfactory, effective and meets the requirements of EASTECO.	Review	
Ensure there are adequate resources for the internal control function.	Review	
Review problems experienced by Internal Audit in performing its function, including any restriction imposed by management and all significant difficulties or disagreements with management.	Review	
The Committee will hold regular in-camera meetings with the Internal Auditor.	Perform	
RISK MANAGEMENT		
Understand the material risks, including information technology, business continuity and security risk, to EASTECO.	Review	
Review management's systems to manage these risks.	Review	
Receive regular reports on the management of material risks to The Commission, including a crisis response plan to respond to catastrophic events and resume service as soon as possible.	Review	
Lead an annual review with the Board on EASTECO's material risk and management's systems to eliminate or manage such risks.	Review	

GOVERNANCE BOARD MANUAL

Provide input to management regarding the enterprise's risk appetite and tolerance and, ultimately, approve risk appetite and the statement of risk appetite and tolerance messaged throughout The Commission and by line of business	Review and recommend	
Monitor all enterprise risks; in doing so, the committee recognizes the responsibilities delegated to other committees by the board and understands that the other committees may emphasize specific risk monitoring through their respective activities	Review and recommend, as required	
Conduct an annual performance assessment relative to the risk committee's purpose, duties, and responsibilities; consider a mix of self- and peer evaluation, supplemented by evaluations facilitated by external experts	Review and verify	
Periodically review and evaluate The Commission's policies and practices with respect to risk assessment and risk management and annually present to the full board a report summarizing the committee's review of The Commission's methods for identifying and managing risks and reporting risks and risk management deficiencies.	Annually	
Understand and approve management's definition of the risk-related reports that the committee should receive regarding the full range of risks the organization faces, as well as their form and frequency of such reports.	Recommend	
Read and provide input to the board regarding risk disclosures in financial statements, proxy statements, and other public statements regarding risk	Review and recommend	
Coordinate (via meetings or overlap of membership), along with the full board, relations and communications with regard to risk among the various committees, particularly between the audit and risk committees	Review	
Keep risk on both the full board's and management's agenda on a regular basis	Stay informed	
Oversee any other matters related to risk and risk management.	Oversee	
INFORMATION TECHNOLOGY		
Oversee EASTECO enterprise information strategy.	Oversee	
Receive regular updates on Information Technology strategic alignment, value delivery, resource management, risk management, and performance management.	Review	
MANAGER FINANCE & ACCOUNTS AND INTERNAL AUDITOR		
On the recommendation of the Executive Secretary, the Committee will review and endorse the appointment and termination of the Manager Finance & Accounts and Internal Auditor and the terms of their engagement or termination.	Review and endorse	
CODE OF CONDUCT		
Concerns arising in connection to the code of conduct.		
Receive semi-annual reports regarding any complaints made by Board Members and Officers under the Code of Conduct or employees under the Employee Code of Conduct.	Review	
OTHER RESPONSIBILITIES		

Before disclosure to the public or stakeholders, review any formal financial reports on the condition or results of EASTEKO.	Review	
Confirm that appropriate policies and procedures are in place for monitoring compliance with applicable laws and ascertain their adequacy and the levels of compliance.	Confirm	
Report to the Board all financial matters of which the Committee has knowledge that may materially affect the current or future position of EASTEKO.	Report	
Confirm that sustainability measures and indicators are appropriate for assessing corporate performance against the Sustainability Policy and annual sustainability plans.	Confirm	
Keep current on emerging best practices in corporate governance relevant to the mandate of the Committee and, as required, recommend changes to the Audit and Risk Committee Terms of Reference to the Human Resource Committee.	Stay informed	
Receive annual updates on significant litigation affecting EASTEKO	Stay informed	
Review such other matters that the Committee or the Board deems advisable or timely.	Review/ recommend/ implement/lead, as required	
Review Committee Charter/Terms of Reference.	Review and recommend	
Complete Committee checklist for review.	Complete and report	

11 IMPROVING BOARD PROCESS

11.1 Board Meeting

The term meeting includes, except where inconsistent with any legal enactment.

- 1 Physical presence of members
- 2 Video conference or similar electronic channel allowing simultaneous visual and audio participation;
- 3 Telephone conferencing; and
- 4 Written resolutions signed by all Board Members

The way board meetings are run says much about how the company is. Successful companies use board meetings to create and improve key business strategies.

Check list for Effective Meetings

Develop a good agenda. Well -structured agendas help focus board meetings and keep them on schedule. Limit the number of agenda items so each can be discussed adequately. Concentrate on engaging board members rather than merely informing them.

Ask the board to do its homework. Before each board meeting, members should review the organization's financial statements, study reports on organizational performance, do their committee work and prepare questions. Provide information ahead of time that will help board members think about issues that will be discussed at the meeting.

Make everyone feel at home. Make sure the room is comfortable. Offer beverages and something light to eat. Provide name tags at every meeting. Provide a chart of frequently used acronyms so every board member understands the discussion. Draw out quieter members; make sure each person says at least one thing at every meeting.

Save the board's time whenever possible. Send in advance materials such as committee reports, staff reports and minutes of the last meeting. Reading these reports ahead of time, rather than listening to them during the meeting, will keep board members awake and focused on important issues. Distribute a "consent agenda" before the meeting that contains routine items (such as approval of the minutes) that require board action but no discussion in most cases. Prepare and distribute draft materials ahead of time so board members clearly understand what action is being requested.

Keep discussions interesting and structured. Choose topics that keep the board looking to the future rather than the past. Establish a culture of open discussion where all views are respected, and do your best to prevent one individual or group from dominating or holding side discussions.

Adjourn on time. If the agenda is running long, ask representatives of the Governing Board 20 minutes before the meeting's scheduled end if they want to stay later; do this rarely.

Evaluate board meetings periodically. Some boards use a neutral observer to offer constructive and objective feedback about board meetings. Others invite feedback after each meeting on what went well and what could be improved.

11.1.1 Convening of Board meetings

- a) The Governing Board shall meet at least twice in a year in ordinary meetings.
- b) The dates for the ordinary meetings shall be specified in the approved schedule of activities of the Commission.
- c) The Governing Board may hold extraordinary meetings convened by the Executive Secretary or at request of at least half of the members of the Governing Board.
- d) A Notice convening a meeting of the Governing Board shall be sent to members in writing at least twenty one (21) days prior to date of the meeting in the case of an ordinary meeting and at least seven (7) days in the case of an extraordinary meeting.
- e) The Notice shall state the date, time, venue, provisional agenda and any other documents required by the Rules of Procedure or supporting the meeting.
- f) Notices of meetings shall be delivered by hand, or sent by post, or by facsimile, or electronic mail to the last known address submitted by a member of the Secretariat.

11.1.2 Chairperson of the Board

The Governing Board shall, at the beginning of each year, by consensus and on the principle of rotation, elect from among themselves, a Chairperson who shall hold the position for one year. If the term of office of the Chairperson is due to expire at any time when a meeting is being held, the Chairperson shall continue in office until the conclusion of the meeting. For the purposes of this, a meeting shall be concluded when it is adjourned "*sine die*".

11.1.3 Venue of Meetings and Members Entitlements

The meetings of the Board shall be held at the Headquarters of the Commission. The meeting of the Board may be held at a place other than the Headquarters of the Commission for purposes of raising visibility, convenience, or any other matter related to achieving the Commission's objectives. In this case, the meeting can be held in the Partner States on rotational basis.

Governing Board members shall be entitled to a Daily Subsistence Allowance (DSA) as determined by the Council. The Governing Board members shall be facilitated with travel arrangements to and from the venue of the board meeting by the Secretariat.

Any EASTECO official activity or function undertaken by Board members is to be considered as a board meeting entitlement.

11.1.4 Change in date, venue or cancellation of meeting

If after sending or transmitting the notice convening a meeting, the date or venue of the meeting is changed or the meeting is cancelled, then the Secretariat shall communicate the changes to all members.

11.1.5 Attendance at Board Meetings

Board meetings shall only be attended by Board members and the Executive Secretary to the Board (or a person designated by a Board member in accordance with Article 8 (1) of the Protocol). Without prejudice to Paragraph (1) above, the Executive Secretary may after consulting the Chairperson or upon the directive of the Governing Board invite any person to a meeting of the Governing Board as an observer, advisor or in any other capacity as the need arises. The Board meeting sessions are considered sensitive and shall be closed to observers.

11.1.6 Meeting Protocols

The Board is responsible to agree, from time to time the protocols applicable to the conduct of meetings. In this Manual, the protocols the Board should follow are set out in this section of the Manual.

- ◆ Adequate notice of all meetings of the Board is to be given to all Representatives of the organizations of the Governing Board, in accordance with the provisions in this manual
- ◆ All representatives shall be given the opportunity to be heard on all matters discussed by the Board.
- ◆ All representatives and the Executive Secretary (and any members of management in attendance at meetings) shall treat one another with the utmost respect.
- ◆ Meetings shall be under the primary control of the Chair of the Board (or the chair of the meeting in the absence of the Board Chair) and Board Members shall comply with all lawful directions of the chair of the meeting in question.
- ◆ Accurate minutes of all meetings shall be kept.
- ◆ Minutes shall be taken by a person determined by the Board (whether being a member of the Board or an employee of EASTECO or any other person) and approved by the Board at the next meeting.
- ◆ Representatives of the Governing Board shall be taken by resolution by show of hands unless the Chair of the meeting determines that some other process is demanded in the circumstances.
- ◆ Resolutions shall be effected by one present Board Member moving and one seconding the relevant resolution, with the chair of the meeting then inviting discussion and the resolution ultimately being taken by requesting show of hands of those in favor of or against a motion.
- ◆ Provided that it is an accurate reflection of the business of the particular meeting, any Representative may require that the minutes of a particular meeting record the Representative's vote against a resolution, or an abstention and any relevant detail associated.

11.1.7 Provisional Agenda

For each meeting of the Governing Board, the Executive Secretary shall in consultation with the Chairperson draw up a provisional Agenda, which shall be transmitted to the members together with a notice convening the meeting at least twenty-one (21) days prior to the date of the meeting.

Additional items may be placed on the Provisional Agenda for the meeting by any member giving notice of the items to the Executive Secretary or by the Executive Secretary at least ten (10) working days prior to the date of the meeting.

The Executive Secretary shall notify the members of any additional items placed on the Provisional Agenda at least five (5) days prior to the date of the meeting.

Every item listed in the Provisional Agenda shall have a supporting Working Paper prepared by the Secretariat or the member proposing member the item.

Subject to paragraph (6), the Governing Board shall only consider items listed on the Agenda and for which there are Working Papers.

In exceptional circumstances in the case of an ordinary meeting, the Governing Board may by consensus, consider items not listed on the Agenda or not supported by Working Papers.

11.1.8 Quorum

In accordance with Article 9 (3) of the Protocol, at every meeting of the Board, the quorum shall be constituted by at least half of the members of the Governing Board who shall include:-

- a) One representative from the each of the National Science and Technology Councils or Commissions;
- b) One representative from each Partner States' Ministry responsible for Science and Technology; and
- c) One representative from the universities of each Partner State.

Where a quorum is not obtained, the meeting can be automatically adjourned for some days and members reconvene at a later time when a quorum will be attained.

It is a common practice when quorum is not obtained for members present to meet and arrive at decisions which are ratified at the next meeting when a quorum is formed. This should be an exception. Those who agree to serve on Board must be committed to the service of the Commission and attend meetings

11.1.9 Duration

The duration of Board meetings shall be determined by the agenda to be discussed and the frequency of meetings held by the Board.

Duration shall also be influenced by Board culture, effective use of time, effective committee work and dispatch of documents to members in good time.

11.1.10 Conduct of Meetings

The Chairperson shall guide the progress of the meeting including taking measures to ensure that the proceedings are kept fair, civil and orderly. The Chairperson shall rule on questions of procedure in accordance with the Rules of Procedure.

Without limiting the generality of the above, the following procedural guidelines should be observed:

- 1) The Chairperson shall satisfy himself/herself that the meeting was duly convened in accordance with the Rules and has the required quorum at all material times.
- 2) Discussion shall be confined at each stage to the item currently under consideration and as far as practicable follow sequence of the Agenda as adopted;
- 3) The Chairperson shall signal the end of the discussion, at which point he/she sums up the sense or agreement of the meeting so that a suitably worded decision or conclusion may be formulated for inclusion in the Minutes;
- 4) Members shall not introduce new discussions on previous Minutes when they are being confirmed or when matters arising are being considered.
- 5) Items indicated on the Agenda as matters for noting shall not be discussed without the permission of the Chairperson or agreement of the meeting.
- 6) A member shall only speak during a meeting when recognised and permitted by the Chairperson.
- 7) The Executive Secretary or any member may, at any time during the meeting, raise any matter concerning the meeting's compliance with the Protocol, these Rules or any other legal or regulatory requirement.
- 8) Where a point of order or procedure is raised in accordance with paragraph (8), the Chairperson shall immediately give a ruling.

The meeting shall be conducted as follows:

- a) chairperson calls the meeting to order
- b) agenda is approved
- c) apologies received, if any
- d) read and confirm minutes of previous meeting
- e) consider matters arising from the minutes
- f) receive and consider the report of the Executive Secretary
- g) receive and consider specific management reports
- h) receive and consider reports from standing committees
- i) consider new business and any other business

11.1.11 Emergency Meeting

Emergency meeting may be convened on the advice of the Board Chair and Executive Secretary, where applicable to discuss matters that are urgent and cannot wait for the regular meeting. An emergency meeting shall discuss matters giving rise to its calling.

11.1.12 Minutes/Records of proceedings

It is a legal requirement that minute of all meetings of the Board and any Committees of the Board are kept. Minutes are public documents that become part of the historical record of an organization and therefore must be accurately captured.

The minutes shall record:

- a) The precise wording of any resolution;
- b) Summary of discussion on each item of business;
- c) Information upon which the decision was based;
- d) Details of the decision;
- e) Action required; and
- f) Date, time and venue for next meeting

The minutes shall be signed by the chairperson. The chairperson shall initial all pages and sign the last page. The minutes shall be prima facie evidence of the proceedings of the Board members.

The Minutes shall be confirmed and approved by members who were present at the earlier meeting.

11.2 Board Decisions

Board decisions may be arrived at in one or a combination of the following:

- a) Consensus;
- b) Compromise;
- c) Majority vote; and
- d) Casting vote.

11.3 Collective Responsibility

Board members are jointly and severally responsible for the decisions of the Board and the actions taken thereon by management of the Commission. Board members are therefore expected to accept collective responsibility for the decisions of the Board as loyal members of the Board. However, where a member is unable to agree with his/her colleagues on the decisions made, then he/she should consider taking any or all of the following options:

- a) Express in unequivocal terms, his dissent and the reasons thereof;
- b) Request for a second professional opinion on the subject;

- c) Request that the decision be postponed for further research, reflection and consultation;
- d) Document his/her dissent and request that his decisions be put in the minutes; and
- e) Request for a special Board meeting to consider the subject;

Where a member is still dissatisfied after exploring the options above, he/she may pursue the following options:

- a) Inform the appointing authority about the developments; or
- b) Resign as a member of the Board.

11.4 Board Meeting Agenda

The meeting agenda to be prepared by the Secretary to the Board subject to the Board Chairperson's agreement. Normally the meeting will have an agenda that includes;

- a) Confirmation of quorum
- b) Declaration of interests
- c) Adoption of minutes of previous meeting(s)
- d) Review of outstanding items from previous meetings/ matters arising
- e) A report from the Secretary to the Board on operational performance and strategic issues
- f) Any material decisions required by the board
- g) Review of operations for previous month, forecasts for remainder of year and provide explanations for variance
- h) Review and ratification of reports from committees
- i) Stakeholder information / disclosure
- j) Other issues raised by the Board Members

Other issues of importance that will be included in the agenda during the year are; Strategy, policy & Risk profile

Best Practice on Board Agenda

	Estimated Time
1. In-camera Session	30 minutes
2. Meeting Opening 2.1. Apologies 2.2 Board Member Conflict of Interest Disclosures 2.3 Previous Minutes 2.3.1 Confirmation 2.3.2 Matters Arising/ Action List	30 minutes
3. Matters for Decision: 3.1 Major strategy decisions (always have board paper and recommendations) 3.2 Routine decisions including capital equipment approval and expenditure (discussed only if requested by a Board Member)	60-120 minutes
4. Matters for Discussion 4.1 CEO Report 4.1.1 Current Significant Issues 4.1.2 Matters for Approval 4.1.3 Update on Strategic Plan Implementation 4.1.4 Major Key Performance Indicators 4.1.5 Risk and Compliance Update 4.1.6 Matters for Noting 4.2 Finance Report 4.3 Discussions concerning forthcoming strategic decisions 4.4 Committee Minutes 4.4.1 Audit 4.4.2 Other 4.5 Other matters for discussion 4.6 Chairperson's Update (if any) 4.7 Presentation by management (if required)	60-120 minutes
5. Matters for Noting [discussed on exception basis] 5.1 Major Correspondence 5.2 Authority Seal (if required) 5.3 Updated board calendar 5.4 Other matters for noting	10 minutes
6. Meeting Finalization 6.1 Review actions to be taken 6.2 Meeting evaluations 6.3 Next meeting 6.4 Meeting close	10 minutes

11.5 Board Paper

- 1) Matters reported to the board, or submitted for its consideration should be adequately documented.
- 2) Communication to and from the board will not be confined to the papers.
- 3) Board papers will be distributed to all Board Members at least 5 days prior to the meeting.
- 4) Executive summary containing key points of information, discussion and decision, with extra information in an appendix
- 5) Implement training for management on 'how to write and present effective Board papers'
- 6) Reduce quantity of Board papers, ensure they are sharp and succinct

Best Practice: Sample Board paper

Agenda Item: [Insert Title]

Sponsor: [Insert Name and Title]

Draft Resolution: [Insert exact wording of proposed board resolution that the Board is asked to pass in clear and concise terms]

Executive Summary:

Explain in no more than **four lines** what the paper is about and what it is endeavouring to achieve. The paragraph should be clear and concise and should state whether the paper is being submitted for the Board's information or is seeking the Board's approval for a contract, action, etc.

Background:

Outline in no more than **twelve lines** the background to what is being proposed to the Board providing the information necessary for a non-Executive Secretary to understand the proposal who does not have the background knowledge of an executive who has been managing the day-to-day affairs of a particular matter. Summarise any previous Board consideration of the specific proposal.

Recommendation:

Outline the recommendation in no more than **twelve lines**. Do not repeat the statements made in the sections above. Mention the options that were considered by management and explain why the preferred option was chosen. Also detail the outcomes that management is seeking to achieve from the proposal. If the implications of the proposal are complex include an attachment and provide further details.

Issues

- 1) *Strategy Implications:* Explain in no more than **ten lines** how this proposal is aligned to the agreed strategic and business plans.
- 2) *Financial Implication:* Explain in no more than **twelve lines** the expenditure implications of the proposal. This section should include comments on whether the expenditure is budgeted or un budgeted, the proposed timing of the expenditure and cash flow implications
- 3) *Risk Analysis:* Analyse in no more than **twelve lines** the major risks associated with the proposal and explain how these risks will be managed. This information may be presented using the following pro forma.

Identified Risk	Risk Likelihood(H,M,L)	Impact of Risk (H,M,L)	Strategy to Manage Risk

4) *Corporate Governance and Compliance*

Outline in no more than **twelve lines** the corporate governance implications of the proposal in terms of appropriate internal risk management and compliance processes Outline what KPIs and/or reporting back to the board will occur during and after implementation.

5) *Management Responsibility*

Identify the manager who will have responsibility for the proposal as well as the executive who will deal with the matter on a day to day basis.

Signing of Board Paper

Secretary to the Board: _____

11.6 Chairperson's Agenda Checklist

It is critical that the chairperson sets the board agenda to reflect the board's priorities and focus, rather than being driven by issues identified by management. This assists the board to maintain its independence and fulfill its charter. Below is the checklist to guide the Chairperson.

Before each meeting
Does the agenda focus on strategically important material?
Does the time allocation reflect the board's priorities and responsibilities?
Is the agenda focused on decision making rather than information presentation?
Does each item include reference to papers or attachments that are of an appropriate level of detail?
Are the agenda and meeting papers circulated with sufficient time for members to consider them prior to the meeting (papers should not usually be tabled at meetings)?
Has the chairperson considered and planned the most appropriate approach to discussing the items on the agenda, and associated meeting procedures?
Are any matters on the agenda unnecessary as they are covered by existing policies or relate to previous board decisions?
Are there any standing conflicts of interest registered that apply to the proposed agenda? Will any papers need quarantining?
Has there been a conversation between the chairperson and the Executive Secretary to discuss the items on the agenda and brief the chairperson on any current issues?
Are there any items on the agenda that may be best discussed, at least in part, without management in attendance?
At the meeting
Have conflicts of interest been identified for any agenda items that require members to abstain from discussion or voting and has this been noted in the minutes?
Are all board members actively participating?
Is the dialogue focused on agenda items and within the allocated timeframes?
Is frank and open debate occurring?
Is the dialogue productive, respectful, and are the views or options clearly summarized at appropriate points?
Are good decision-making steps being followed?
Are there sufficient opportunities for members to ask questions or seek information from management?
Is an appropriate balance being maintained of both challenging and supporting management?
Are verbal updates concise and relevant?
Is the board aware of government policy and stakeholder positions?
Are the decisions and corresponding actions clearly identified and allocated?
Did the meeting finish with a brief group reflection on how the meeting went?
Over the year
Are policies regularly reviewed and updated as necessary?
Is the range of issues relevant to the board's responsibilities being considered over the year?
Do meetings appropriately correspond with key governance events/opportunities for input with The Commission's strategic planning and budgetary cycles?
Does the board evaluate its own performance

11.7 Board Calendar



An annual planning calendar assists the Board to structure the meeting agenda over the course of the year to ensure that all required corporate governance activities are completed.

A Board will be required to perform a range of corporate governance activities over a year. These activities are likely to include: operational and financial oversight, strategy development, risk management, stakeholder management, performance review (strategic and operational), development and maintenance of

governance processes.

The Board will plan board and committee meetings over a 12 month cycle to ensure all required tasks are completed with the use of a board's annual planning calendar shown below;

	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
Annual report												
• Concept/drafts												
• Approved												
1. Monitoring and Supervision												
Review ES report format												
Review board reporting requirements												
Whole of business risk review												
2. Policy Making and Review												
Review board charter												
Review remuneration policy												
Review risk management policy												
Review delegated financial authority												
Review delegations												
Review compliance policy												
Review corporate code of conduct												
Review communication policy												
3. Corporate Governance												
Review board performance, including board succession												
Meeting with members or Board Member Selection Committee												
Review committee meeting schedule												
Review terms of reference and												
• [Name] Committee												
• [Name] Committee												
Meetings without management												
4. Stakeholder Communication												
Approval of AGM Notice and												

	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
Reports to owners (delete if not												
Meeting with members (delete if not												
Other key stakeholder events												
5. Meeting Schedule												
General board meeting												
Finance and Audit Committee meeting												
Implementation Committee meeting												
6. Strategy Formulation												
Strategic planning workshop												
Approve/Review strategic plans												
Approve/Review business plans												
Approve budgets(Concepts, Final)												
7. Strategy Implementation (Management Presentations)												
Business unit, activity or function 1												
Business unit, activity or function 2, etc												
8. CEO												
Finalize/review contract												
Approve performance KPIs												
Assess performance (half yearly)												
Assess performance (full year)												
Review remuneration												
Review succession planning												
Review senior management with ES												
9. Accountability												
Financial reports												
• approve half year												
• full year results - management												
• review substantially audited full												
• approve full year												
Full year results - commentary												
Approve full year forecast												

12 BOARD MEMBER ORIENTATION

12.1 Introduction

New Board Members become members of EASTECO's Board due to their judgment, experience and knowledge. In order to capitalize on these assets as soon as possible, Board Members receive a comprehensive orientation. The Human Resource Committee, with the assistance of management, ensures that there is an appropriate orientation program for new Board Members. The program will include one-on-one meetings with the Conduct Review Advisor.

The Chairperson of the Board, with the assistance of the Executive Secretary, ensures that there is an orientation program for new Board Members and an ongoing development program for existing Board Members.

The orientation program will utilize materials and resources that inform and educate Board Members on the Commission's governance framework, its services, operations, current issues and strategies, as well as the public policy objectives and responsibilities assigned to the Commission by the government. The Human Resource Committee will receive suggestions for orientation topics from Board Members and Senior Management and will annually recommend a list of topics for the orientation session.

12.2 Process for New Board Members

Each new Board Member will be asked to participate in an initial orientation session.

The Chairperson of the Board, through the Secretary to the Board, will arrange for the orientation session for a new Board Member.

The orientation session for a new Board Member will be scheduled before that Member's first Board meeting. The orientation session will address governance policies and practices, the strategic / business planning process, as well as briefings on historical, financial and business information, and key strategic issues.

12.3 Familiarization visit

As part of the orientation program, new Board members shall visit facilities of the Commission to familiarize themselves with employees, ascertain the conditions under which they operate and the equipment they operate with.

12.4 Process for Existing Board Members

Board Members will be provided with ongoing orientation that educates and informs them on issues that are deemed to be of strategic importance to the Commission. These sessions may be scheduled as part of or separately from regular Board and Committee meetings.

Senior Management will provide Board Members with materials or presentations at Board meetings on matters of policy and key strategic issues where the Commission may expect change or anticipate potential concerns or risks.

Special meetings or retreats may also be scheduled to gain understanding of a particular issue, business area or strategic direction of the Commission.

12.5 Goals

The goals of the orientation program are to:

- a) Ensure that each new Board Member fully understands the formal governance structure, the role of the Board, its supporting Committees, and the expectations in respect to individual performance as set out in the Board Member's Terms of Reference;
- b) Help each new Board Member build an understanding of EASTTECO, its operations and working environment including:
 - Its strategic goals and initiatives;
 - Its sustainability commitments;
 - Summary details of its principal assets, liabilities, significant commitments and major stakeholders;
 - Its structure;
 - Its major risks and risk management strategy;
 - Key performance indicators;
 - Any operational or financial constraints imposed by legislation or otherwise;
 - The Statutory Conflict of Interest provisions;
 - The Code of Conduct, including conflict of interest and confidentiality policies;
- c) Build a link with the individuals who make up EASTTECO, including:
 - Opportunities to meet and get to know fellow Board Members;
 - Meetings with senior management; and
 - Visits to EASTTECO's office to meet employees; and
- d) Build an understanding of EASTTECO's main relationships, including those with the Mayors' Council, customers and stakeholders.

12.6 Written Materials

The orientation will include a comprehensive set of written briefing materials including:

- a) the Board Manual;
- b) the EASTTECO Protocol;
- c) the Articles;
- d) the most recent financial and accountabilities reports, including the sustainability report;
- e) a summary of the Board Member's liability insurance and indemnity
- f) details of any major litigation or disputes involving EASTTECO;
- g) a summary from the previous year's Board meetings;
- h) minutes from the previous year's Board meetings;
- i) a schedule of dates for upcoming Board meetings;
- j) biographical information and contact information for all Board Members, Officers and other key management executives; and
- k) a copy of minutes from the last three to six Committee meetings for any Committee that the Board Member will be joining.

12.7 Professional Development

The Board Members as a group and as individual Board Members should have sufficient knowledge relevant to the Commission's activities to provide effective governance and oversight. The Board is committed to ongoing professional development for Board Members. The Board will identify professional development opportunities for Board Member; to be provided throughout the year'.

If a Board Member wishes to take advantage of a professional development opportunity not previously identified by the Board, and seeks reimbursement from the Board for expense related to the opportunity, the Board Member must obtain prior approval from the Board Chairperson.

Sample topics for training:

A training program shall focus on;

- a) The structure and role of the EASTECO;
- b) Sector specific information for the Board members;
- c) Management briefing specific to the Commission;
- d) Corporate governance;
- e) Procurement process;
- f) Performance management;
- g) Policy decision making process;
- h) Budget process;
- i) EAC Business;
- j) Strategic planning;
- k) Financial management
- l) Accounting & Finance
- m) Risk Management
- n) Compliance and relevant regulations
- o) Economic forecasts

12.8 Board and Board Member Evaluation

Introduction

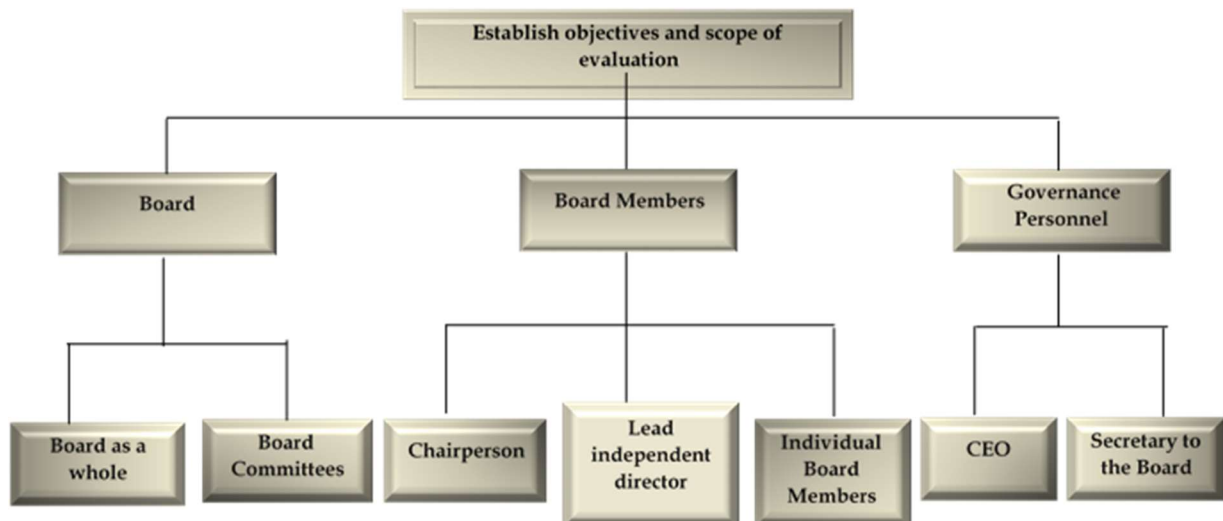
The Board is committed to Board and Board Member Evaluation designed to provide Board Members with an opportunity each year to examine how the Board, its Committees, the Board Chair, Committee Chairs and individual Board Members are performing and adding value and identify opportunities for improvement.

BENEFITS OF BOARD EVALUATION

Benefits	To organization	To board	To individual Board Members
Leadership	<ul style="list-style-type: none"> ▪ Sets the performance tone and culture of the organization ▪ Role model for Executive Secretary and senior management team 	<ul style="list-style-type: none"> ▪ An effective chairperson utilizing a board evaluation demonstrates leadership to the rest of the board ▪ Demonstrates long-term focus of the board ▪ Leadership behaviors agreed and encouraged 	<ul style="list-style-type: none"> ▪ Demonstrates commitment to improvement at individual level
Role clarity	<ul style="list-style-type: none"> ▪ Enables clear distinction between the roles of the Executive Secretary, management and the board ▪ Enables appropriate delegation principles 	<ul style="list-style-type: none"> ▪ Clarifies Board Member and committee roles ▪ Sets a board norm for roles 	<ul style="list-style-type: none"> ▪ Clarifies duties of individual Board Members ▪ Clarifies protection of Board Members ▪ Clarifies expectations
Teamwork	<ul style="list-style-type: none"> ▪ Builds board/Executive Secretary/management relationships 	<ul style="list-style-type: none"> ▪ Builds trust between board members ▪ Encourages active participation Develops commitment and sense of ownership 	<ul style="list-style-type: none"> ▪ Encourages individual Board Member involvement ▪ Develops commitment and sense of ownership Clarifies expectations
Accountability	<ul style="list-style-type: none"> ▪ Improves stakeholder relationships (e.g. investors, financial markets) ▪ Improves corporate governance standards ▪ Clarifies delegations 	<ul style="list-style-type: none"> ▪ Focuses board attention on duties to stakeholders ▪ Ensures board is appropriately monitoring the organization 	<ul style="list-style-type: none"> ▪ Ensures Board Members understand their legal duties and responsibilities ▪ Sets performance expectations for individual board members
Decision making	<ul style="list-style-type: none"> ▪ Clarifies strategic focus and corporate goals ▪ Improves organizational decision making 	<ul style="list-style-type: none"> ▪ Clarifies strategic focus ▪ Aids in the identification of skills gaps on the board • 	<ul style="list-style-type: none"> ▪ Identifies areas where the Board Member's skills need development ▪ Identifies areas where the Board

Benefits	To organization	To board	To individual Board Members
		<ul style="list-style-type: none"> Improves the board's decision-making ability 	<ul style="list-style-type: none"> Member's skills can be better utilized
Communication	<ul style="list-style-type: none"> Improves stakeholder relationships Improves board-management 	<ul style="list-style-type: none"> Improves board-management relationships Builds trust between board 	<ul style="list-style-type: none"> Builds personal relationships between individual Board Members
Board operations	<ul style="list-style-type: none"> Ensures an appropriate top-level policy framework exists to guide the organization 	<ul style="list-style-type: none"> More efficient meetings Better time management 	<ul style="list-style-type: none"> Saves Board Members' time Increases effectiveness of individual contributors

12.8.1 Board Evaluation Process



Each year the Evaluation process will be undertaken to assess the performance of the Board and its Board Members. The Board may engage an outside to assist in the design and implementations of the Board evaluation process. The Board may include an evaluation questionnaire, interviews, facilitated discussions or any combination of methods and the process will involve.

12.8.2 Implementation

The Committee will oversee implementation of the evaluation process approved by the Board. This may involve:

- Engaging, setting the terms for and liaising with any outside consultant retained to assist in the evaluation process;
- Communicating the method and timeline for the evaluation to all Governors and applicable members of management; and,
- Compiling results.

The Secretary to the Board, in consultation with the Chairperson of the Human Resource Committee, will oversee the logistical matters of the evaluation process such as printing and delivering any questionnaires, arranging discussion times and locations.

12.8.3 Results

The Committee will review the evaluation results and develop recommendations based on those results in a timely manner. At the next Board meeting following the Human Resource Committee's review or as soon thereafter as is practical:

- The Human Resource Committee will report to the Board on the results and any recommendations;
- The Board will discuss the results and recommendations and determine what, if any, actions will be taken; and
- Led by the Board Chairperson, the Board will set objectives for itself for the upcoming year.

At any time during the year, any Board Member may communicate to the Human Resource Committee comments or suggestions regarding the structure or content for subsequent evaluations of the Board, the Board Chairperson, Board committees and/or individual Board Members.

12.9 Board Evaluation – Goal

The objective of the Board evaluation process is to assist the Board to:

- (a) Assess the overall performance of the Board and measure the contributions of the Board to EASTECO;
- (b) Evaluate the mechanisms in place for the Board to operate effectively and make decisions in the best interests of EASTECO;
- (c) Add value to EASTECO; and
- (d) Enhance and maintain best corporate governance practices.

12.10 Board Evaluation – Areas to be evaluated

Board evaluation is designed to review the effectiveness of the Board. Typical assessments will evaluate the following areas:

- (a) Effectiveness in assessing the organization's strategic environment, including major risks and opportunities;
- (b) Effectiveness in providing strategic direction for the organization;
- (c) The appropriateness of the Board compositions;

- (d) The quality of Board meetings including appropriateness, effectiveness and sufficiency of:
- i. topics;
 - ii. time allocated;
 - iii. pre-meeting information packages; and
 - iv. presentations;
 - v. Board dynamics, including the quality of the discussion;
 - vi. The appropriateness and sufficiency of the financial and operational reporting;
 - vii. Quality of the relationship between the Board and Executive Secretary;
 - viii. Quality of the relationship between the Board and Management;
 - ix. Effectiveness of the Committees and Board Chair
 - x. EASTECO's practice with respect to business conduct and ethical behavior;
 - xi. Board Member training and education;

12.11 Committee Evaluation – Areas to be evaluated

Committee evaluation is designed to review the effectiveness of each Committee. Typical assessments include evaluation of:

- a) the appropriateness of the Committee mandate;
- b) the quality of Committee meetings;
- c) the appropriateness of the membership composition; and
- d) the ability of Committee members to contribute to the work of the Committee.

12.12 Board Chair Evaluation – Goal

The objective of the Board Chair evaluation is to improve the overall performance of the Board by providing feedback to the Board Chair on his or her performance and identifying areas of strength and opportunities for improvement. The Board Chair evaluation process is usually led and carried out by the Governance Committee. The Chair of the Governance Committee will meet with the Board Chair to review the feedback and develop recommendations if necessary.

Board Chair – Areas to be evaluated

Board Chair evaluation is based on the Board Chair's Position Description. Typical areas covered by Board Chair Evaluation include evaluation of:

- a) Quality of the Board Chair's interaction and relationship with management;
- b) Ability to manage the Board and its activities;
- c) Effectiveness in representing the Board internally and externally.

12.13 Committee Chair Evaluation – Goal

The objective of the Committee Chair evaluation is to improve the overall performance of the Committee by providing feedback to the Committee Chair on his or her performance and identifying areas of strength and opportunities for improvement.

The Committee Chair evaluation process is usually led and carried out by the Governance Committee. The Chair of the Governance Committee will meet with the Committee Chair to review the feedback and develop recommendations if necessary.

Committee Chair Evaluation – Areas to be Evaluated

Committee Chair evaluation is based on the Committee Chairs Position Description. Typical areas covered by Committee Chair Evaluation include evaluations of:

- a) Knowledge of the Committee’s subject matter;
- b) Ability to manage the Committee and its activities; and
- c) Effectiveness of the relationship with the Board, Board Chair and management in relation to Committee matters.

12.14 Individual Board Members Evaluation – Goal

The objective of individual Board Members Evaluation is to improve the overall performance of the Board by assisting individual Board Members to build on their strengths and assess their need for continuing professional development in connection with their role on EASTECO Board.

Board Member’s evaluation is based on the expectations of Board Members as set out in the Board Members’ Charter of Expectations and modern best practices. Typical areas covered by Board Member Evaluation are as follows:

- a) Understanding of EASTECO’s business – e.g., services, products, stakeholders, clients;
- b) Understanding of EASTECO’s strategic direction and goals;
- c) Appropriate disclosure of conflicts of interests;
- d) Confidentiality;
- e) Preparation for meetings;
- f) Participation in meetings;
- g) Communication style;
- h) Interaction with fellow Board members;
- i) Approach to problem solving and judgment;
- j) Ability to see things from many perspectives and to understand the impact of decisions on EASTECO’s internal and external environments (e.g., employees, stakeholders, community);
- k) Quality of contribution to Board deliberations;
- l) Ability to act in the best interests of EASTECO (e.g., rather than his or her best interests or in the best interests of a special interest group or consistency, even if designated as “representative” Board Member);
- m) Understanding of the Board’s governance role (e.g., as distinct from management); and
- n) Support for Board decisions once decisions are made

12.15 Executive Secretary Evaluation

The evaluation of the Executive Secretary is one the most important responsibilities of the Board. The evaluation process provides a formal opportunity for the Board and Executive Secretary to have a constructive discussion regarding the performance of EASTECO and the Executive Secretary’s leadership of EASTECO.

The main objectives of the Executive Secretary evaluation process are:

- a) appropriate assessment and reward of the Executive Secretary’s performance;
- b) linkage of the Executive Secretary’s performance to EASTECO’s goals;
- c) executive Secretary growth and professional development; and
- d) strengthening Board/Executive Secretary relations.

12.16 Benchmarks

The following documents constitute the benchmarks against which the review takes place:

- a) A written statement of the Executive Secretary's personal goals for the year under review; these goals are agreed to by the Executive Secretary and the Board in each year for the following fiscal year;
- b) EASTEKO's performance measured against;
 - i. The Strategic Plan; and
 - ii. The annual operating and capital plans as contained in the Business Plan;
- c) Executive Secretary Position Description; and
- d) The Executive Secretary's employment agreement.

12.17 The Process

The Human Resource Committee is charged with leading and implementing the Executive Secretary evaluation. In the last quarter of each year, the Committee will review, and the Board will approve, the Executive Secretary's performance objectives for the following fiscal year

In October of each year, Board will review, and approve the Executive Secretary's objectives for the following fiscal year.

In November of each year, the Executive Secretary will provide a self-appraisal rating his or her performance against the previously agreed upon objectives for the year just ending and the Strategic and Business plans. The Executive Secretary's self-appraisal will be in written form and will be presented to the Board Chair in December.

The Board Chair will obtain input from Board members as to the Executive Secretary's performance

Following discussion by the Board, the Board Chair will meet with the Executive Secretary to provide the Executive Secretary with a summary of the Board's evaluation.

The Executive Secretary may provide a written response to the review to the Board through the Board Chair.

12.18 Executive Secretary Compensation

Based on the discussions with the Board as to the Executive Secretary's performance, the Finance Planning and Human Resource committee will recommend to the Board the Executive Secretary's compensation for the following fiscal year

13 MANAGEMENT SUCCESSION PLANNING

13.1 Introduction

The development and execution of the management succession and development plans involves the Board, The Human Resources and Compensation Committee and the Executive Secretary.

Board succession planning has as its objective, the establishment and maintenance of an effective Board. It is a continuous process which focuses on ensuring that Board members collectively and individually, have the skills, experience and backgrounds to appropriately lead an organization towards the realization of its strategic goals and objectives.

Succession planning for the Board of Board Members of EASTECO occurs within established legal mandate constraints.

While the Board has no direct ability to shape the composition or membership of the Board, it does have the ability and responsibility to make recommendations to the Council with respect to its appointments to the Board.

The Board's recommendations to the Council are developed through the succession planning process. This process is led by The Human Resources and Compensation Committee.

The management succession planning process is designed to assure the Board that, when necessary, EASTECO's Officer and other key management positions can be filled by competent people. The process is designed to ensure there are a range of options available to the Board and a broad diverse base of skills within the organization from which EASTECO can choose its future leaders.

The Board considers succession planning to be an ongoing process providing longevity for EASTECO through the continual development, encouragement and assessment of leadership talent at all levels of the organization.

13.2 Succession Planning Process

The foundation of the Board's succession planning process is an annual assessment of the collective and individual capabilities of Board members against the skills, experience and background the Board determines are necessary to ensure the continued good governance of the Commission;

a) Profile of Required Skills, Experience and Background

Benchmark skills, experience and background are set out in a Skills and Experience Profile which is reviewed annually by The Human Resources and Compensation Committee in the context of the strategic direction set for the Commission. The Human Resource Committee recommends any changes to the Board.

b) Assessment of Board Skills, Experience and Background

Each year, the Human Resources and Compensation Committee takes inventory of the key skills, experience and background of each Board Member, as well as their current retirement date from the Board, and maps them against the benchmark criteria contained in the Profile. The result is illustrative of the extent to which there is a match between the skills, experience and background the Board has determined it needs and those that the current Board possesses.

In developing the inventory of key skills, experience and background of Board Members, the Human Resource and Compensation Committee, through the Board Chairperson, seeks input from individual Board Members. The Board Chairperson discusses with each Board Member individually, the nature of the key skills, experience and background that they feel they bring to the Board and makes this information available to the Human Resource and Compensation Committee.

This discussion may occur coincident with broader discussions which may take place between the Board Chairperson and individual Board Members as part of the annual process for Board Member's to self-assess their performance as Board members.

c) Responding to Gaps in Skills, Experience and Background

- i. Recommendations to the Council: Any gaps in skills, experience and background identified through the mapping process form the basis for the Board's recommendations to the Council with respect to the selection criteria for future appointments to the Board.

A gap identified in response to new skills and experience incorporated in the Profile, may, for example, form the basis of a recommendation to Council with respect to an additional appointment to the Board.

The Board Chairperson is responsible for ensuring that the recommendations of the Board are communicated to the Council in a timely manner. The communication should explain the reasons for the recommendations and encourage Council to consider them when making appointments to the Board.

- ii. Engagement of External Advisors: The Board may also choose to address any gaps in skills, experience and background of an immediate and critical nature through the engagement of external advisors to the board.

13.3 Duties and Responsibilities

The duties and responsibilities in the succession planning process are shared among Board, the Finance Planning and Human Resource Committee and the Executive Secretary.

Board

The Board is responsible for:

- a) Approving the succession plan for the Executive Secretary;
- b) In the case of Officers and other key positions within EASTECO, ensuring plans are in place for management succession and development;
- c) Ensuring that criteria and processes for recognition, promotion, development and appointment of Officers and other key management positions are consistent with the future leadership requirements of EASTECO;
- d) Ensuring it receives appropriate briefings and acquires sufficient knowledge and potential successors to make an informed decision on future appointments; and
- e) Ensuring that the plans for recruiting, retaining and developing personnel for key positions within EASTECO are appropriate to meet EASTECO's future human resources needs.

Human Resources and Compensation Committee

The Human Resources and Compensation Committee:

- a) Reviews the Executive Secretary's management succession plan;
- b) Receives periodic updates as well as an annual report on the plan and forwards it to the Board with appropriate comment;
- c) Reviews and discusses with the Executive Secretary, the processes and outcomes associated with the recognition, promotion, appointment and development of EASTECO's Officers and other key management positions;

- d) Ensures the succession plan includes a process that would respond to an emergency situation which required an immediate replacement of the incumbent Executive Secretary; and
- e) Reviews and discusses with the Executive Secretary, the processes and outcomes associated with the recruitment, retention and development of personnel to fill key staff positions within EASTECO to meet EASTECO's future needs.

Executive Secretary

The Executive Secretary:

- a) takes the lead in establishing the internal processes for identifying and developing EASTECO's leaders and keeping the Board informed and involved;
- b) works with the Board, the Finance Planning and Human Resource Committee and management to design EASTECO's leadership development processes;
- c) evaluates the leading candidates for promotion;
- d) provides periodic updates to the Finance Planning and Human Resource Committee and the Board on the mechanisms that build leadership talent and succession capability in EASTECO, including leadership competency frameworks; management development training; job changes; as well as assessment of the most likely successors for the top positions in EASTECO;
- e) ensures EASTECO has appropriate criteria and processes in place to hire, promote, transfer, and retain employees to meet the future needs of EASTECO, and that such policies and processes are consistent with the policies of EASTECO;
- f) ensures there is a clear understanding of the management succession and development plan by all management and staff; and
- g) reviews the plan each year with the Human Resource and Compensation Committee and the Board.

13.4 Process

The process for management succession and development that require approval or special briefing are determined by the Board on recommendation of the Human Resource and Compensation Committee.

14 REQUISITIONING AND SIGNING AUTHORITY

14.1 Introduction

The Board delegates its authority to Executive Secretary and or any other person employed by EASTECO. The purpose of this policy is to clarify the Board's delegation of authority with respect to expenditures and commitments on behalf of EASTECO.

14.2 Board Approval Required for Key Capital Projects

Board Approval is required for expenditure relating to all key capital projects

14.3 Delegated Authority for Expenditures – Requisitioning Authority

The Executive Secretary is authorized delegate requisitioning authority through commission policy to staff positions for transactions and expenditures arising from departmental responsibilities and within constraints of operational, departmental or project budgets, as the case may be, as the Executive Secretary considers necessary and appropriate.

Person's delegated requisitioning authority does not have the authority to enter into legally binding commitments on behalf of EASTECO unless such persons have also been delegated signing authority.

14.4 Execution of Documents / Signing Officers

The Executive Secretary is authorized to delegate signing authority to staff positions through a policy in a manner that matches signing authority with the appropriate level of authority or departmental responsibility, including based on contract types or transactions covering routine business, as the Executive Secretary considers necessary and appropriate, while fostering and maintaining good internal controls.

14.5 Exceptions to Delegation

The authority delegated to Signing Officers does not extend to the following commitments, which must be reviewed and approved by the Board:

- a) Commitments which are precedent-setting, involve sensitive issues, or involve a significant public service commitment;
- b) Any contract that Board requests be brought before the Board for approval.

14.6 Restrictions on Exercise of Authority

Signing Officers and persons having requisitioning authority may only exercise their authority provided that:

- a) Requisite external and internal approvals have been obtained;
- b) Funds required to meet contractual obligations are properly available or appropriated; and
- c) Any other corporate contracting requirements have been satisfied.

Signing Officers and persons having requisitions authority may temporarily delegate such authority to those persons appointed in an acting capacity during their absence.

14.7 Segregation of Duties

The execution of contracts must be adequately segregated from requisitioning and payment approval.

14.8 Corporate Policies and Procedures

The Executive Secretary is responsible for establishing corporate policies delegating requisitioning authority and signing authority to staff positions and otherwise supplementing this policy.

The Executive Secretary may delegate to the Deputy a power, duty or responsibility of the Executive Secretary under the policy.

15 Communications

Introduction

The Board must pay particular attention to the fact that it operates within a highly public environment. The actions of EASTECO have a significant public impact and there is a need to ensure communications with stakeholders and the public are effective and appropriate.

15.1.2 Review of Communications Policy

The Board approves a communications policy for EASTECO, which includes processes for the review and approval of reports and other communication or disclosure to the Council, Partner States, stakeholders, employees and the public.

15.1.3 External Communication by Board Members

Board Members are active in the community. Therefore, it is expected that persons interested in EASTECO will, from time to time, communicate their concerns and questions to Board Members rather than to management. If the issue raised is operational in nature, including persons seeking to do work with EASTECO, the person should be directed to take the concern to line management for response or action. If the issue is properly addressed at Board level issue, the Board Member should inform the Board Chair or the Executive Secretary of such communications, so that proper action can be taken and accurate responses made by the appropriate representative of EASTECO.

Board Members should not under any circumstance discuss confidential EASTECO matters; however, they are free to confirm matters that are within the public domain.

15.1.4 Communications between Board Members and Management

Directions are provided to the Executive Secretary, Officers and other management personnel:

- by the Board either at Board meetings or by the Board Chair or other Board member acting on the direction of the Board; and
- by Committee either at Committee meetings or by the Committee Chair or other Committee member acting on the direction of the Committee.

No individual Board Member has authority to provide instructions to an employee of EASTECO unless so authorized by direction of the Board or a Committee.

Committee Chairs will have a relationship with their Officer counterparts in relation to managing the work of the Committee as follows:

COMMITTEE	OFFICER- COUNTERPART
<ul style="list-style-type: none"> • Finance Planning and Human Resources • STI Technical 	<ul style="list-style-type: none"> • Heads of Finance & Planning • Executive Secretary • Technical Team

15.1.5 Spokesperson

The Board Chair is the spokesperson for the Board. Board Members should not communicate to an external body on behalf of the Board or EASTECO without the express prior direction from the Board Chair or Board.

16 GOVERNING BOARD REMUNERATION AND EXPENSES

16.1 Compensation

The Planning, Finance and Human Resource Committee will advise the Board on Compensation. Board Member compensation falls in the following two categories:

- (a) An annual retainer for Board and Committee services; and
- (b) Daily Subsistence Allowance (DSA) for attending meetings and other work performed on behalf of EASTECO.

The Board Chairperson and other Committee chairpersons receive an annual retainer and also receive per diem payments for meetings attended or on official duty of the Commission and outlined below. The Board Chairperson is entitled to reimbursement for all reasonable expenses incurred in connection with the authorized work performed on behalf of EASTECO.

Factors for determining the payment of Allowances

The following factors must be considered in determining allowances;

- a) The responsibilities of Board members;
- b) The risk factors involved;
- c) Ability to pay; and
- d) Fairness to the Commission

16.2 Retainer

The retainer shall cover Board Members' time for preparation; attendance at EASTECO's sponsored events and other discussions/meetings with management and government officials.

16.3 Daily Subsistence Allowance

In addition to the annual retainer, Board Members will be paid DSA for attendance at Board and Committee meetings and orientation and strategy sessions.

16.4 Retainer and Per Diem Review

Finance Planning and Human Resource is authorized to review Board Members Retainers and DSA payments to ensure that the level of compensation is appropriate.

16.5 Expenses

Board Members are entitled to be reimbursed for all reasonable expenses incurred in connection with authorized work performed on behalf of EASTECO. These include Meeting Expenses

Board Members are entitled to be reimbursed for reasonable expenses incurred when travelling in connection with EASTECO business, in accordance with the following guidelines:

- a) **Air:** Board members are encouraged to travel economy class whenever practical. Board members may travel business class on journeys over 4 hours. When time and opportunity are available Board members will take advantages of price reductions related to pre-booking flights.
- b) **Automobile:** The mileage/kilometer rates are equivalent to those set for EASTECO management employees from time to time.
- c) **Taxis, Airport Bus or Airport Limousine:** Board Members will be reimbursed in full for reasonable expenses incurred. Receipts are required for airport taxi pick up.

16.6 Meeting Expenses

Board Members are entitled to be reimbursed for reasonable expenses incurred when travelling in connection with EASTECO business, in accordance with the following guidelines:

- a) **Air:** Board members are encouraged to travel economy class whenever practical. Board members may travel executive class on journeys over 2 hours. When time and opportunity are available Board members will take advantages of price reductions related to pre-booking flights.
- b) **Automobile:** The mileage/kilometer rates are equivalent to those set for EASTECO management employees from time to time.
- c) **Car Rental:** Car rentals must be justified in terms of economy and convenience and in light of alternative forms of transportation. Receipts for car rental must be attached to the travel expense claim for reimbursement.
- d) **Taxis, Airport Bus or Airport Limousine:** Board Members will be reimbursed in full for reasonable expenses incurred.
- e) **Accommodation:** Board members may book accommodation in reasonably priced hotels/motels of their preference.
- f) **Meal Allowances:** Board Members may claim either the meal allowance authorized by EASTECO for senior management employees from time to time (in which case no receipts are required) or actual, reasonable expenses (in which case receipts are required).

16.7 Board Committee Allowances

The Board shall determine appropriate sitting allowances to be paid to committee members.

16.8 Chairperson's Allowance

The Board Chairperson shall receive a higher amount than members. This principle is in line with the extra work and responsibility that the chairperson shall be called upon to perform.

16.9 Forms of Payment

Payment to Board members may be by cash, cheque or electronically.

16.10 Tax on Allowances

The amount paid shall be net of tax.

16.11 Professional Development

Board Members are encouraged to obtain ongoing professional development by attending education meetings, conferences and/or seminars. In addition, EASTECO may wish Board Members to attend meetings, conferences and/or seminars in order to improve EASTECO's profile or identity with a cause or position, or enhance interaction between Board Members and the public.

A Board Member who attends any such meeting, conference or seminar, is entitled to be reimbursed for all reasonable costs incurred in respect of travel to and from and attendance at the event in accordance with the following guidelines:

- a) The conference, seminar or meeting must be relevant to EASTECO's business;
- b) Attendance at the conference, seminar or meeting must be authorized in advance by the Board Chairperson; and a Board Member who attends a conference or seminar will provide the Board with a summary of the issues and information discussed at the event at the next regularly scheduled Board meeting.

16.12 Social Events

Board Members are not compensated for attending social events.

16.13 Payments of Compensation

Annual retainers and per diem fees are payable in accordance with the following:

- a) Annual retainers are paid quarterly in arrears. No claim form is required.
- b) Per diems/sitting allowance are paid for actual meetings attended against a signed attendance register confirmed by the Commission Secretary

16.14 Payment of Expenses

Claims for expenses reimbursement should be submitted at the earliest opportunity following an expenditure using the form: Board Members Travel and/or Expense Claim Form. Payment of claims for remuneration and expenses submitted by the Board Chair will be subject to approval by the Chair of the Audit Committee. Payment of claims submitted by Board Members will be subject to approval by the Board Chair.

16.15 Disclosure

As part of its annual reporting in the annual financial statements, EASTECO discloses all compensation paid to individual Board Members in the preceding fiscal year

17 The Code of Conduct

INTRODUCTION

The purpose of this Code of Conduct and Ethics is to provide general guidance on the standards of conduct expected by Board Members of the board.

Board Members are required to comply with all applicable statutory standards and maintain high ethical standards of business conduct. The conduct of a Board Member must not bring the Commission into disrepute. The Commission requires that its Board Members not be affected (or perceived as affected) by conflicting interests or conflicting loyalties. The Code of Conduct for Board Members reflects those by-laws and provides additional guidance with respect to matters of ethical business conduct.

Agreement to comply with the Code of Conduct and continuing compliance with the Code of Conduct are conditions of service as a Board Member. A Board Member's failure to comply with the Code of Conduct will result in action by the Board, which may include:

- a) a letter of reprimand;
- b) a request that the Board Member resign from the Board;
- c) for a Board Member appointed by the Minister in Council, a recommendation that the Board Member appointment be rescinded

When Board Members exercise their powers and perform their duties and functions, they must observe a high ethical standard of conduct in all aspects of the Commission's business. All Board Members must act in the best interests of the Commission and:

- a) act honestly and in good faith;
- b) act with care and in a prudent and diligent manner, and keep themselves informed of the policies, business and affairs of the Commission;
- c) use their knowledge and expertise in dealing with the affairs of the Commission;
- d) maintain confidentiality;
- e) act in accordance with the EASTECHO Protocol 2007;
- f) comply with any other duties required of them by law.

BOARD SOLIDARITY

Board Members govern the Commission collectively, not individually. Individual Board Members:

- a) Will not exercise or purport to exercise the authority of the Board except at a meeting of the Board or a Committee of the Board or as specifically delegated by the Board.
- b) Will direct any requests for direction or information from staff, contractors or others related to the deliberations and/or decisions of the Board to the Chairperson of the Board or Executive Secretary.
- c) Will not express to any person outside the Board any personal dissent from the policies, practices and decisions of the Board.
- d) Will respect that the official record of the Board's deliberations is provided through the approved minutes of the Board meeting and will treat the views or opinions of individual Board Members or others in attendance at the meeting with an appropriate level of respect and confidence.
- e) Will respect that the deliberations of the Board in a closed or in camera session of a Board meeting must remain in confidence with the Board and will not discuss or otherwise disclose the nature or substance of the deliberations outside the Board meeting.

- f) Will not use the designation “*Member of the Board*” in correspondence or other communication with agencies outside the Commission unless requested by the Board or a Committee of the Board to act on its behalf or given permission by the Chairperson of the Board to use such designation.
- g) Will not communicate or respond to communication with the media or the public regarding the Commission’s policies, practices and decisions, unless expressly designated by the Board as a spokesperson to communicate on its behalf or prior approval has been received from the Board Chairperson

CONFLICT OF INTEREST

Board Members have a responsibility to conduct themselves in a way that does not compromise the ability of the Commission to accomplish its mandate or undermine confidence in the ability of Board Members to discharge their powers and perform their duties and responsibilities.

Board Members must ensure that they have no conflicting interest or agenda. Conflicts provide a ground on which an aggrieved person can challenge a decision and the decision makers. Upon appointment, Board Members should arrange their private affairs in a manner that endeavors to prevent any conflicts from arising.

A conflict includes a situation where a Board Member (or such person’s family member or close associate) has a personal interest that might conflict with their duty or loyalty to the Commission. If a Board Member owes a loyalty or is under an obligation to a person or an organization that might benefit from or seek to gain special consideration or favor, that the Board Member may have a conflict. Similarly, a Board Member who uses his or her position at the Commission for personal gain or benefit, whether directly or indirectly through a relative or associate, has a conflict.

A Board Member must avoid any situation in which there is, or may appear to be, potential conflict which could appear to interfere with his or her judgment in making decisions in the best interests of the Commission. A conflict may disqualify an individual from being a Board Member of the Commission. Alternatively, an individual with a conflict may be able to serve as a Board Member provided the conflict is recognized, disclosed and managed.

A conflict or conflict of interest includes, but is not limited to the following;

- a) A conflict of interest or conflict includes any situation in which;
 - A Board Member or a person related to a Board Member has a personal interest of any nature in a transaction, contract, agreement or arrangement with the Commission, existing or proposed, by which the Board Member or a person related to a Board Member might benefit or be affected, directly or indirectly.
 - The personal, financial, corporate or other organizational duties of a Board Member, or of a person related to Board Member , do, or might reasonably be seen to influence the discharge of the Board Member obligations
 - As a Board Member any other circumstances which the Board decides are, or would be, a conflict of interest; whether the conflict is actual, potential or perceived.
- b) A conflict of interest will exist as to any Board Member when discussions or decisions of the Board take place which, directly or indirectly, affect or could affect the Commission’s dealings with any organization external to the Commission (including, without limitation, a corporation, society, partnership, limited partnership, association or group) with respect to which the Board Member, or any person related to the Board Member , is a shareholder, Board Member , officer, owner, partner (limited or general), or member or is otherwise financially interested, or is a person who holds a position of influence within the organization.

For purposes of this clause, a Board Member shall not be considered to be a shareholder, owner, and partner or; financially interested by reason only of a holding units in managed investment funds which may acquire such interests from time to time.

GUIDELINES FOR REPORTING AND MANAGING CONFLICTS OF INTEREST

1) Disclosure

Board Members are required to disclose potential conflicts of interests at the time of their appointment and immediately upon a situation of a conflict of interest, or potential conflict of interest arising.

The disclosure is to be a statement of any financial interests, positions or relationships that may conflict with the Board Member's undivided loyalty to the Commission. The disclosure should take the form of a list of organizations likely to do business with the Commission or be affected by its decisions and in which the Board Member, a family member or a close associate is involved as an investor or in some official capacity. The disclosure, if any, should be submitted in an envelope marked "Confidential Disclosure of (your name)" and should be mailed or delivered to the Chairperson c/o Secretary to the Board.

This disclosure will enable the Chairperson to assist the Board Member in taking steps to deal appropriately with his or her conflicts. Any Board Member may ask the Chairperson of the Board to appoint counsel for assistance in preparing a disclosure form or for an opinion as to the application of any aspect of the conflict or interest provisions of the By-Laws of the Commission or the Code of Conduct to the Board Member's particular circumstances.

2) Request to Block Written Materials

If a Board Member is aware in advance of a specific topic the Board or Committees may consider which would place him or her in a conflict, that Board Member should make a request to the Chairperson of the Board or Chairperson of the Committee, as appropriate, not to receive background materials on that specific topic. The Chairperson will convey this request to the Executive Secretary and to the Secretary to the Board.

If a Board Member identifies a conflict of interest in an agenda item after having received background materials on that item, he or she should return the background materials to the Secretary to the Board and notify the Chairperson of the Board or the Chairperson of the Committee, as appropriate, of the conflict.

3) Declaration at a Meeting

i. Matters Coming Before the Board

A Board Member will declare to the Board the general nature of a conflict of interest immediately upon the subject matter arising on the agenda of the Board or Committee meeting and before there is any discussion by the Board or Committee on the subject matter. After disclosing the conflict, the Board Member :

- a. will not participate in discussions, make any attempt to influence the discussions or, in the case of Board Members, vote on the subject matter of an agenda item in respect of which he or she has made a declaration of conflict of interest (although the Board Member may be counted in the quorum present at the Board meeting);
- b. may remain in the room if the matter arises in an open session of the Board meeting, but will not take part in that portion of the meeting during which the matter giving rise to the conflict is under discussion and will leave the room prior to any vote on the matter giving rise to the conflict;
- c. will, if the matter arises in a closed or in camera session of the Board, immediately leave the room until the discussion on the subject matter is completed and a vote, if any, on the matter giving rise to the conflict has been completed.

A topic which involves a Board Member in a potential conflict of interest may arise at more than one meeting. The Board Member must declare his/her conflict at each meeting where the subject matter arises.

A Board Member would declare a conflict by stating, "I am declaring my conflict of (brief description of the conflict) and I am leaving the meeting while this subject is under discussion" or words to that effect.

If a Board Member declares a conflict of interest and leaves the meeting, these facts will be recorded in the minutes of the meeting. The minutes will record the time of the Board Member's absence from the meeting and the content of the declaration.

ii. Matters Not Coming Before the Board

There may be situations of actual conflict of interest involving a Board Member in matters not brought before the Board of Board Members. The Board Member in this situation must advise the Chairperson of the Human Resource Committee in writing immediately and declare his/her conflict of interest at the first Board meeting after the conflict has arisen. A declaration of conflict of interest by a Board Member will be recorded in the minutes of the meeting.

4) PREFERENTIAL TREATMENT

Board Members must not act in their official role to assist organizations or persons in their dealings with the Commission if this may result or appear to result in preferential treatment to that organization or person.

5) CONFIDENTIALITY

Confidential information that Board Members receive through their office must not be divulged to anyone other than persons who are authorized to receive the information. Each Board Member will at all times maintain the confidentiality of all information and records that are the property of the Commission and will not make any use of such information unless and until it has been disclosed to the public. This obligation will continue even after termination of office

6) EASTECO PROPERTY AND ASSETS

The property and assets of the Commission must only be used in the course of carrying out the bona fide purposes of the Commission. The Commission property and assets includes real and tangible items such as land, buildings, furniture, fixtures, equipment and vehicles and also includes intangible items such as data, computer systems, reports, information, logos, name and reputation.

7) GIFTS, ENTERTAINMENT AND FAVOURS

It is essential to the promotion of fair dealing and efficient business practices that all those who engage in business with the Commission as suppliers, contractors, or customers be treated fairly and without favoritism.

Gifts and entertainment may be received or given by Board Members on occasion but the gifts must always be of such form and substance that they could not influence such person's judgment with respect to the giver.

Gifts and entertainment may only be accepted or offered by Board Members in the normal exchanges common to, and generally accepted in, established business relationships. An exchange of such gifts or entertainment must create no sense of obligation. The following criteria should be used as a guide:

- the transaction must be lawful;
- the gift or entertainment is modest and would be considered by the business community to be within the bounds of propriety and local ethical standards taking into account all the circumstances of the occasion;
- the exchange does not, nor is it expected to, create an obligation; and

- the exchange occurs infrequently.

Consequently, business lunches, the exchange of modest items between business associates, presentations of small tokens of appreciation at public functions, or an inexpensive memento are acceptable

Board Members may not offer or solicit gifts, entertainment or favors in order to secure preferential treatment for themselves, their families, their close associates or the Institute.

Inappropriate gifts received by a Board Member should be returned to the donor.

Full and immediate disclosure to the Board Chairperson of gifts or entertainment over which there is some doubt will be taken as good faith compliance with this Code of Conduct.

8) OUTSIDE ACTIVITIES

A Board Member must not engage in employment, the practice of a profession, carry on a business or hold an office or membership on a board, if these activities are likely to conflict with their duties and loyalty to the Commission Board Members must refrain from conduct which compromises or may be perceived to compromise their ability to carry out their duties in an impartial manner and must be mindful that the public may not distinguish between their role in the Commission and their role in outside activities.

The primary duty of a Board Member is to act in the best interests of the Commission, even when such actions or duties conflict with the wishes of the stakeholder groups.

9) POLITICAL ACTIVITIES

Board Members engaging in the political process must not use the property or assets of the Commission in doing so. They must also take care to separate their personal political activities from their association with the Commission

No funds, services, property or assets of Commission will be paid or applied as a political contribution.

10) POST SERVICE RESTRICTIONS

Board Members, after they leave their position with the Commission are expected to refrain from taking improper advantage of their previous office. Board Members must not allow prospects of outside employment to create a real or potential conflict of interest during their appointment with the Commission.

11) DUTY TO REPORT

Board Members have the responsibility to understand and conduct themselves in accordance with the Code of Conduct and to report known or suspected breaches in the Code of Conduct.

All known or suspected breaches involving accounting or auditing matters should be reported to the Chairperson of the Board or the Chairperson of the Audit and Risk Committee.

12) ANNUAL REVIEW

Board Members will be asked to declare their commitment to compliance with this Code of Conduct at the time of their appointment and each year during their term of office.

APPENDIX 1:

Rules of Procedure for the Governing Board



EAST AFRICAN COMMUNITY

EAST AFRICAN SCIENCE & TECHNOLOGY COMMISSION

**RULES OF PROCEDURE FOR THE GOVERNING BOARD OF
THE EAST AFRICAN SCIENCE & TECHNOLOGY COMMISSION
(EASTECO)**

July 2017

**EAC/EASTECO
Entebbe/Uganda**

RULES OF PROCEDURE FOR THE GOVERNING BOARD OF THE EAST AFRICAN SCIENCE & TECHNOLOGY COMMISSION (EASTECO)

ARRANGEMENT OF RULES

Rule 1: Application
Rule 2: Interpretation
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**RULES OF PROCEDURE FOR THE GOVERNING BOARD OF THE EAST AFRICAN SCIENCE
& TECHNOLOGY COMMISSION (EASTEKO)**

THESE RULES OF PROCEDURE ARE MADE PURSUANT TO THE POWERS CONFERRED
ON THE GOVERNING BOARD UNDER ARTICLES 8, 9 AND 13 OF THE PROTOCL ON THE
ESTABLISHMENT OF THE EAST AFRICAN SCIENCE & TECHNOLOGY COMMISSION

**Rule 1
Application**

These Rules shall apply to all meetings and transactions of the Governing Board and
the Committees established by the Governing Board.

**Rule 2
Interpretation**

- (1) In these Rules of Procedure unless the context otherwise requires:
“Committee” means a specialised technical committee established by the Governing
Board under Article 13 of the Protocol;
“Governing Board” means the Governing Board of the Commission provided for by
Articles 7 and 8 of the Protocol;
“Member” means a member of the Governing Board provided for by Article 8(1) or co-
opted by the Governing Board under Article 8(3) of the Protocol;
“Protocol” means the Protocol on the Establishment of the East African Science and
Technology Commission;
“Secretariat” means the Secretariat of the Commission established by Article 10 of the
Protocol.
- (2) Except where a specific definition is provided by these Rules of Procedure, the
words and phrases used in these Rules of Procedure have the same meaning as those
ascribed to them in the Protocol and where there is a conflict between the words or
phrases used in these Rules of Procedure and the words or phrases used in the
Protocol, the Protocol shall prevail

**Rule 3
Responsibilities of the Governing Board**

- (1) The Governing Board shall be responsible for providing leadership and vision to the
Commission in fulfilling its objectives under the Protocol.
- (2) In particular, the Governing Board shall be responsible for:
- a) electing a chairperson of the Governing Board from the Members of the
Governing Board;
 - b) approving the policies of the Commission;
 - c) approving the general framework for the programs of the Commission;
 - d) approving the budget and audited accounts of the Commission;
 - e) receiving and considering reports from the Executive Secretary on the activities
of the commission;
 - f) making decisions for the fulfilment of the objectives of the Commission;
 - g) establishing and constituting specialised technical committees;
 - h) networking on behalf of the Commission;

- i) directing the Secretariat to undertake any tasks that are compatible with the aims and objectives of the Commission;
- j) discharging any other duty or responsibility in furtherance of the objectives of the Commission as directed by Council

Rule 4

Convening Meetings of the Governing Board

- (1) The Governing Board shall meet at least twice in a year in ordinary meetings.
- (2) The dates for the ordinary meetings shall be specified in the approved schedule of activities of the Commission.
- (3) The Governing Board may hold extraordinary meetings convened by the Executive Secretary or at the request of at least half of the members of the Governing Board.
- (4) A Notice convening a meeting of the Governing Board shall be sent to members in writing at least twenty-one (21) days prior to date of the meeting in the case of an ordinary meeting and at least seven (7) days in the case of an extraordinary meeting.
- (5) The Notice shall state the date, time, venue, Provisional Agenda and any other documents required by these Rules or supporting the meeting.
- (6) Notices of meetings shall be delivered by hand, or sent by post, or by facsimile, or electronic mail to the last known address submitted by a member to the Secretariat

Rule 5

Chairperson of the Governing Board

- (1) The Governing Board shall, at the beginning of each year, by consensus and on the principle of rotation, elect from among themselves, a Chairperson who shall hold the position for one year.
- (2) If the term of office of the Chairperson is due to expire at any time when a meeting is being held, the Chairperson shall continue in office until the conclusion of the meeting. For the purposes of this Rule, a meeting shall be concluded when it is adjourned sine die

Rule 6

Venue of Meetings and entitlements for members

- (1) Meetings of the Governing Board shall be held at the Headquarters of the Commission:
- (2) Notwithstanding paragraph (1), a meeting of the Governing Board may be held at any Partner State on a rotational basis for purposes of raising visibility, convenience, or any other matter related to achieving the objectives of the Commission.
- (3) The Secretariat shall facilitate every member of the Governing Board with travel arrangements to and from the venue of the Board Meeting.
- (4) A Member of the Governing Board attending a meeting is entitled to a Daily Subsistence Allowance (DSA) as determined by the Council.

Rule 7

Change in date, venue or cancellation of meeting

If after sending or transmitting the notice convening a meeting, the date or venue of the meeting is changed or the meeting is cancelled, then the Secretariat shall communicate the changes to all members

Rule 8

Attendance at meetings of the Governing Board

- (1) A meeting of the Governing Board shall only be attended by a member of the Governing Board or a person co-opted or invited by the Governing Board.
- (2) The Executive Secretary may after consulting the Chairperson or upon the directive of the Governing Board invite any person to a meeting of the Governing Board as an observer, advisor or in any other capacity as the need arises.

Rule 9

Provisional Agenda

- (1) For each meeting of the Governing Board, the Executive Secretary shall in consultation with the Chairperson draw up a provisional Agenda, which shall be transmitted to the members together with a notice convening the meeting at least twenty-one (21) days prior to the date of the meeting.
- (2) Additional items may be placed on the Provisional Agenda for the meeting by any member giving notice of the items to the Executive Secretary or by the Executive Secretary at least ten (10) working days prior to the date of the meeting.
- (3) The Executive Secretary shall notify the members of any additional items placed on the Provisional Agenda at least five (5) days prior to the date of the meeting.
- (4) Every item listed in the Provisional Agenda shall have a supporting Working Paper prepared by the Secretariat or the member proposing member the item.
- (5) Subject to paragraph (6), the Governing Board shall only consider items listed on the Agenda and for which there are Working Papers.
- (6) In exceptional circumstances in the case of an ordinary meeting, the Governing Board may by consensus, consider items not listed on the Agenda or not supported by Working Papers.

Rule 10

Agenda of an Extraordinary Meeting

The Agenda of an extraordinary meeting shall comprise only the items proposed for discussion as contained in the request or notice convening the extraordinary meeting.

Rule 11

Quorum

In accordance with Article 9 (3) of the Protocol, a meeting of the Governing Board shall be constituted by at least half of the members of the Governing Board who shall include:-

- a) One member from each of the National Science and Technology Councils or Commissions;
- b) One member from each Partner States' Ministry responsible for science and technology; and
- c) One member from the universities of each Partner State

Rule 12

Approval of Agenda

The Board shall at the beginning of the meeting adopt its Agenda.

Rule 13

Conduct of Meetings

- (1) The Chairperson shall preside at all meetings of the Governing Board and shall guide the progress of the meeting including taking measures to ensure that the proceedings are kept fair, civil and orderly.
- (2) The Chairperson shall rule on questions of procedure in accordance with these Rules.
- (3) The Chairperson shall satisfy himself or herself that the meeting was duly convened in accordance with these Rules and has the required quorum at all material times.
- (4) Discussion shall be confined at each stage to the item currently under consideration and as far as practicable follow sequence of the Agenda as adopted.
- (5) The Chairperson shall signal the end of discussion and shall sum up the sense or agreement of the meeting so that a suitably worded decision or conclusion may be formulated for inclusion in the Minutes.
- (6) Members shall not introduce new discussions on previous Minutes when they are being confirmed or when matters arising are being considered.
- (7) Items indicated on the Agenda as matters for noting shall not be discussed without the permission of the Chairperson or agreement of the meeting.
- (8) A member shall only speak during a meeting when recognised and permitted by the Chairperson.
- (9) The Executive Secretary or any member may, at any time during the meeting, raise any matter concerning the meeting's compliance with the Protocol, these Rules or any other legal or regulatory requirement.
- (10) Where a point or order or procedure is raised in accordance with paragraph (8), the Chairperson shall immediately give a ruling.

Rule 14

Decision Making

- (1) Decisions of the Governing Board or a Committee shall be by consensus.
- (2) All actions or decisions of the Governing Board shall be recorded in writing.

Rule 15

Conduct of Business when the Governing Board is not Meeting

- (1) The Governing Board may make decisions without holding a meeting where it is impracticable to convene a meeting in the following manner:
 - a) Where the Governing Board has delegated a responsibility or duty to the Chairperson acting in consultation with at least 3 members;
 - b) by telephone, teleconference or video conference; and
 - c) by a resolution circulated to and signed by all the members.
- (2) In addition to paragraph (1), the Executive Secretary may, in exceptional circumstances where there is insufficient time to comply with the requirements for notice provided in rule 4(4), seek the authorisation or approval of the Chairperson on behalf of the Governing Board.

Rule 16

Secretariat to facilitate meetings of the Governing Board

The Executive Secretary shall be the Secretary to the Governing Board and shall, in addition to any other functions that may be conferred upon him or her by the Governing Board, be responsible for:

- a) preparing and transmitting notices and documents relating to meetings of the Governing Board;

- b) recording the Minutes and proceedings of meetings of the Governing Board and keeping a record of all decisions and directives of the Governing Board;
- c) communicating decisions and directives of the Governing Board to those required to implement them;
- d) making arrangements for meeting and arranging and coordinating the attendance of meetings by members;
- e) ensuring that all meeting documents are prepared in accordance with the formats for preparation of documents of the East African Community.
- f) guiding the chairperson or meeting on the procedures of the meeting.

Rule 17

Establishment of Specialised Technical Committees

- (1) In accordance with Article 13 of the Protocol, the Governing Board may establish and constitute specialised technical committees upon the recommendation of the Executive Secretary or whenever the Governing Board finds it necessary to discharge specific functions of the Commission.
- (2) The Governing Board shall at the time of establishing and constituting a specialised technical committee, determine the membership and specify the terms of reference and any other matter the Governing Board thinks necessary.
- (3) Employees of the relevant institutions or the Commission conversant with a matter under consideration by the Governing Board or a Committee may be co-opted to assist as appropriate a specialised technical committee.

Rule 18

Official Language

The official language of the Governing Board shall be English.

Rule 19

Amendments

These Rules may be amended by the Governing Board from time to time as and when need arises.

Rule 20

Conflict of Provisions

In the event of a conflict between these Rules and the provisions of the Protocol, the Protocol shall prevail.

Rule 21

Entry into Force

These Rules and any amendments thereto, shall enter into force on the date on which they shall be approved and adopted by the Governing Board.

Rule 22

Miscellaneous

Where there is any doubt regarding the procedures to be followed in any particular case, or if no procedure is prescribed by or under these Rules, the procedure to be followed shall be determined by the Governing Board.

These Rules of Procedure are adopted by consensus of the Governing Board on this day of 2017.

Signed by the Commission:

.....

Chairperson of the Governing Board

On behalf of the Governing Board

.....

Executive Secretary

On behalf of the Secretariat

APPENDIX 2

Board Evaluation Tool

PART 1 - BOARD EFFECTIVENESS

SECTION 1: BOARD ORGANIZATION	Strongly Disagree				Strongly Agree		Unsure or Don't Know
1. Board Members possess the appropriate mix of skills, experience and diversity to guide EASTECO towards achieving its strategic goals	1	2	3	4	5	6	DK
Comments							
2. The Board responds positively and constructively to events in order to enable effective decisions and implementation and to encourage transparency.	1	2	3	4	5	6	DK
Comments							
3. Board Members' skills, experience and background are well utilized at Board and committee meetings.	1	2	3	4	5	6	DK
Comments							
4. The Board recognizes its primary responsibility is to monitor management and performance and to add strategic advice, not to manage the company.	1	2	3	4	5	6	DK
Comments							
5. The Board has the appropriate number of board meetings.	1	2	3	4	5	6	DK
Comments							
6. Time at Board meetings is used effectively.	1	2	3	4	5	6	DK
Comments							
7. Oral presentations to the Board are of the appropriate length and content	1	2	3	4	5	6	DK
Comments							
8. The quality of the material sent in advance of Board meetings is appropriate.	1	2	3	4	5	6	DK
Comments							
9. Board material is distributed far enough in advance to allow adequate preparation.	1	2	3	4	5	6	DK
Comments							

SECTION 1: BOARD ORGANIZATION	Strongly Disagree						Strongly Agree	Unsure or Don't Know
10. The information I receive allows me to monitor results, identify potential areas of concern and understand important issues and trends affecting EASTECO's operations.	1	2	3	4	5	6	DK	
Comments								
11. The Chairperson and other Board Members foster an attitude that is open to dissenting views and encourages frank discussion.	1	2	3	4	5	6	DK	
Comments								
12. Board meetings allow sufficient time for interaction with management.	1	2	3	4	5	6	DK	
Comments								
13. There is an open and constructive relationship between the Executive Secretary and the Board.	1	2	3	4	5	6	DK	
Comments								
14. There is an appropriate new Board Member orientation program	1	2	3	4	5	6	DK	
Comments								
15. There is an effective ongoing development program for Board Members	1	2	3	4	5	6	DK	
Comments								
16. The division of authority and the allocation of responsibilities between the Board and senior management are clearly articulated in written terms of reference for:	1	2	3	4	5	6	DK	
a) The Board;								
b) Board Committees								
c) An individual Board Member ;								
d) Executive Secretary								
Comments								
17. The Board regularly assesses its own performance, including its committees and the Board Chairperson;	1	2	3	4	5	6	DK	
Comments								

SECTION 1: BOARD ORGANIZATION	Strongly Disagree				Strongly Agree		Unsure or Don't Know
18. The Board regularly puts in place plans to address any issues identified in the assessments	1	2	3	4	5	6	DK
Comments							
19. There is code of conduct and conflict of interest guidelines for Board Members and employees that promote a culture of high ethical standards and practices.	1	2	3	4	5	6	DK
Comments							
20. Board Members are properly compensated (please specify any thoughts you have regarding the amounts or methods of Board Member compensation).	1	2	3	4	5	6	DK
Comments							
21. My relationship with the senior management team is effective.	1	2	3	4	5	6	DK
Comments							
22. There are written terms of reference effectively outlining the role and responsibilities of the Board Chair.	1	2	3	4	5	6	DK
Comments							

THE BOARD CHAIRPERSON	Strongly Disagree						Strongly Agree						Unsure or Don't Know
	1	2	3	4	5	6	1	2	3	4	5	6	
23. The board chairperson guides and directs the governance process, centering the work of the board on the organization's mission, vision and strategic direction	1	2	3	4	5	6							DK
Comments													
24. The board chairperson establishes agendas for board and executive committee meetings, in collaboration with the Executive Secretary	1	2	3	4	5	6							DK
Comments													
25. The board chairperson presides over board and executive committee meetings in a manner that encourages participation and information sharing while moving the board toward timely closure and prudent decision-making	1	2	3	4	5	6							DK
Comments													
26. The board chairperson works with committee chairpersons to align the work of committees with The Commission's vision and goals	1	2	3	4	5	6							DK
Comments													
27. The board chairperson serves as the board's central point of official communication with the Executive Secretary	1	2	3	4	5	6							DK
Comments													
28. The board chairperson develops a positive, collaborative relationship with the Executive Secretary, including acting as a sounding board for the Executive Secretary on emerging issues and alternative courses of action.	1	2	3	4	5	6							DK
Comments													
29. The board chairperson stays up-to-date about the organization and determines when an issue needs to be brought to the attention of the full board or a committee	1	2	3	4	5	6							DK
Comments													
30. The board chairperson leads the processes of Executive Secretary goal-setting, performance evaluation and compensation review, consistent with board policy	1	2	3	4	5	6							DK
Comments													
31. The board chairperson sets a high standard for board conduct by modeling, articulating and upholding rules of conduct in line with best practice	1	2	3	4	5	6							DK
32. The board chairperson leads the development of the board's knowledge and capabilities by playing a central role in orientation of new board members, mentoring a chair-elect and providing continuing education for the entire board													

SECTION 2: HUMAN RESOURCES	Strongly Disagree						Strongly Agree	Unsure or Don't Know
	1	2	3	4	5	6	DK	
33. The following processes are effective, clearly understood by the Board and meet the needs of the Board: a) Analyzing and setting the objectives for the Executive Secretary against which the Executive Secretary's performance will be measured;							DK	
34. b) Establishing the Executive Secretary's compensation;								
35. c) Approving senior management compensation; and								
36. d) Approving the company's broad compensation strategy and philosophy.								
Comments								
37. The Board is satisfied that Executive Secretary and management succession planning programs are in place, including programs to train and develop	1	2	3	4	5	6	DK	
Comments								
38. Board Members, through Board, committee and informal contact, have sufficient exposure to and knowledge of high potential executive and management employees in The Commission.	1	2	3	4	5	6	DK	
Comments								
SECTION 3: MISSION, STRATEGY AND PLANS								
39. Board Members have a solid understanding of a) The EASTECO's mission;	1	2	3	4	5	6	DK	
40. b) The company and its strategic objectives;								
41. c) The industry and competitive environment; and								
42. d) Emerging public policy issues that could affect The Commission.								
Comments								
43. The current strategic planning process is effective and provides for appropriate Board Member input	1	2	3	4	5	6	DK	
Comments								
44. The Board is sufficiently engaged in the approval of the annual Business Plan, annual operating and capital budgets, human resources plans, major new capital project proposals and financings.	1	2	3	4	5	6	DK	
Comments								

SECTION 2: HUMAN RESOURCES	Strongly Disagree						Strongly Agree	Unsure or Don't Know
45. I am satisfied with the Board's level of awareness of the nature and extent of the risks faced by the company;	1	2	3	4	5	6	DK	
Comments								
46. I am satisfied with the Board's level of awareness of the policies and procedures the EASTECO has in place to identify, monitor and manage these risks	1	2	3	4	5	6	DK	
Comments								
47. I am satisfied that the current strategic framework meets The Commission's needs.	1	2	3	4	5	6	DK	
Comments								
48. The Board has an effective process for ensuring that management develops implements and maintains a reporting system that accurately measures the company's performance against its strategic and business plans.	1	2	3	4	5	6	DK	
Comments								
SECTION 4: FINANCIAL ISSUES								
49. The Board takes reasonable steps to ensure the implementation and integrity of The Commission's internal control and management information systems.	1	2	3	4	5	6	DK	
Comments								
50. The Board directs management to ensure The Commission operates at all times within applicable laws and regulations and to the highest ethical standards	1	2	3	4	5	6	DK	
Comments								

SECTION 5: STAKEHOLDER COMMUNICATIONS	Strongly Disagree				Strongly Agree		Unsure or Don't Know
51. I am satisfied that EASTECO has in place a policy to enable management and the Board to communicate effectively with the public, shareholders and regulators.	1	2	3	4	5	6	DK
Comments							
52. I am satisfied the Board has processes in place to ensure: a) financial results are reported fairly and in accordance with governing laws and generally accepted accounting principles; and	1	2	3	4	5	6	DK
53. I am satisfied the Board has processes in place to ensure: b) timely reporting of any other developments that have a significant and material effect on the Commission	1	2	3	4	5	6	DK
Comments							
54. The Board reports annually on the Board's stewardship for the preceding year.	1	2	3	4	5	6	DK
Comments							
BOARD SUMMARY							
55. What suggestions do you have to improve the way the Board functions?							
Comments							

PART 2 - BOARD COMMITTEES' EFFECTIVENESS

BOARD COMMITTEES GENERAL							
	Strongly Disagree	Strongly Agree				Unsure/Don't Know	
1. The Board has established the appropriate committees to undertake the Board's mandate.	1	2	3	4	5	6	DK
Comments							
2. Committee reports are timely, clear, and sufficiently comprehensive to provide the Board with a good knowledge of the committees' deliberations and recommendations.	1	2	3	4	5	6	DK
Comments							
3. The current system for appointing Committee Chairpersons and members is satisfactory.	1	2	3	4	5	6	DK
Comments							
4. The Board supports a periodic rotation in Committee leadership and membership in a way that recognizes and balances the needs for new ideas, continuity, and maintenance of functional expertise.	1	2	3	4	5	6	DK
Comments							
5. Do you have any general comments about any of the current Board committees on which you do not sit?	1	2	3	4	5	6	DK
Comments							

SPECIFIC BOARD COMMITTEES

Name the Committee(s) of which you are a member:

Committee 1

Committee 2

Committee 3

Committee 4

Committee 5

	Strongly Disagree	Strongly Agree					Unsure/Don't Know
<i>Committee 1:</i>							
1. There are clear terms of reference for the Committee that are supported by a calendar or work plan.	1	2	3	4	5	6	DK
Comments							
2. The Committee is effective in carrying out its mandate	1	2	3	4	5	6	DK
Comments							
3. Committee meetings are productive and make good use of Board Members' time and expertise.	1	2	3	4	5	6	DK
Comments							
4. Committee members receive adequate material in advance of committee meetings, in sufficient detail, to permit members to effectively consider issues before the committee.	1	2	3	4	5	6	DK
Comments							
5. Committee material is distributed far enough in advance to allow adequate preparation	1	2	3	4	5	6	DK
Comments							
6. The Committee's composition is appropriate.	1	2	3	4	5	6	DK
Comments							
7. I am able to make a significant contribution to this Committee.	1	2	3	4	5	6	DK
Comments							
The Committee Chairperson							

	Strongly Disagree		Strongly Agree				Unsure/Don't Know
	1	2	3	4	5	6	DK
1. Has a leadership style and tone that promotes effective decision making, constructive debate and ensures that the committee works as a team;	1	2	3	4	5	6	DK
2. Focuses the meeting on strategic issues other than operational matters;	1	2	3	4	5	6	DK
3. Effectively and comprehensively communicates the recommendations of the committee to the full board and follows up on implementation;	1	2	3	4	5	6	DK
4. Ensures that the committee operates within its terms of reference (ToRs) and that the ToRs are up to date;	1	2	3	4	5	6	DK
5. Is skilled at easing tension and resolving conflict situations;	1	2	3	4	5	6	DK
Do you have any suggestions or comments regarding the performance of the Committee and the Chairperson?							
Comments							
<i>Committee 2</i>							
1. There are clear terms of reference for the Committee that are supported by a calendar or work plan.	1	2	3	4	5	6	DK
Comments							
2. The Committee is effective in carrying out its mandate.	1	2	3	4	5	6	DK
Comments							
3. Committee meetings are productive and make good use of Board Members' time and expertise.	1	2	3	4	5	6	DK
Comments							
4. Committee members receive adequate material in advance of committee meetings, in sufficient detail, to permit members to effectively consider issues before the committee.	1	2	3	4	5	6	DK
Comments							
5. Committee material is distributed far enough in advance to allow adequate preparation	1	2	3	4	5	6	DK
Comments							
6. The Committee's composition is appropriate.	1	2	3	4	5	6	DK
Comments							

	Strongly Disagree		Strongly Agree				Unsure/ Don't Know
	1	2	3	4	5	6	
7. I am able to make a significant contribution to this Committee.	1	2	3	4	5	6	DK
Comments							
The Committee Chairperson							
1. Has a leadership style and tone that promotes effective decision making, constructive debate and ensures that the committee works as a team;	1	2	3	4	5	6	DK
2. Focuses the meeting on strategic issues other than operational matters;	1	2	3	4	5	6	DK
3. Effectively and comprehensively communicates the recommendations of the committee to the full board and follows up on implementation;	1	2	3	4	5	6	DK
4. Ensures that the committee operates within its terms of reference (ToRs) and that the ToRs are up to date;	1	2	3	4	5	6	DK
5. Is skilled at easing tension and resolving conflict situations;	1	2	3	4	5	6	DK
Do you have any suggestions or comments regarding the performance of the Committee and the Chairperson?							
Comments							

PART 3 - INDIVIDUAL BOARD MEMBER SELF ASSESSMENT

Note: Please complete <u>for yourself</u> and for all other Board Members. Use the Rating guide below to assess each of your colleagues. There is comment section for each Board Member at the end of the numerical scoring section. Comments are very helpful. Please ensure you provide explanatory comments if you score a Board Member 1 or 2 on any question.						
	N/A Not Able to Assess	1 Not Satisfactory	2 Room for improvement	3 Satisfactory	4 Consistently good	5 Excellent / Optimal
Criteria						
BOARD ACTIVITY-UNDERSTANDS THE ROLE						
1. Respects confidentiality; <ul style="list-style-type: none"> Identifies potential conflict areas – real or perceived – and ensures they are appropriately reviewed; Exercises good judgment and act with integrity. 						
2. Demonstrates an understanding of the difference between governing and managing, and does not encroach on management’s area of responsibility.						
3. Governance Wisdom: Contributes positively to discussion and debate through thoughtful, wise and clearly stated observations and opinions. Remains policy rather than operationally focused.						
SKILLS & EXPERIENCE						
1. Use his or her ability, experience and influence constructively.						
2. Is available as a resource to management and the Board; Demonstrates willingness and availability for individual consultation with the Chairperson or Executive Secretary.						
PREPARATION AND ATTENDANCE						

Note: Please complete for yourself and for all other Board Members. Use the Rating guide below to assess each of your colleagues. There is comment section for each Board Member at the end of the numerical scoring section. Comments are very helpful. Please ensure you provide explanatory comments if you score a Board Member 1 or 2 on any question.

	N/A Not Able to Assess	1 Not Satisfactory	2 Room for improvement	3 Satisfactory	4 Consistently good	5 Excellent / Optimal
Criteria						
<p>1. The following should be considered when assessing each Board Member 's preparation for and participation in meetings:</p> <ul style="list-style-type: none"> • Demonstrates that he/she has prepared for each Board and committee meeting by reading the provided reports and background materials. • Demonstrates that he or she has acquired adequate information necessary for decision-making. • Advises the Chairperson or Executive Secretary before introducing significant and previously unknown information at a Board meeting. • Maintains an excellent Board and committee meeting attendance record. <p>2. Reserves the full day for Board meetings to allow for flexibility, even if meetings are scheduled for extra hours.</p>						
COMMUNICATION						
<p>1. The following should be considered when assessing each Board Member 's performance with regard to communication:</p> <ul style="list-style-type: none"> • Participates fully and frankly in the deliberations and discussions. • Encourages free and open discussion of the affairs of EASTECO by the Board. • Asks probing questions, in an appropriate manner and at proper times. • Focuses enquiries on issues related to strategy, policy, implementation and results rather than issues relating to the EASTECO's day-to-day management. <p>2. Communicates with the Chair and with the Executive Secretary between meetings, as necessary and appropriate.</p>						

Note: Please complete for yourself and for all other Board Members. Use the Rating guide below to assess each of your colleagues. There is comment section for each Board Member at the end of the numerical scoring section. Comments are very helpful. Please ensure you provide explanatory comments if you score a Board Member 1 or 2 on any question.

	N/A Not Able to Assess	1 Not Satisfactory	2 Room for improvement	3 Satisfactory	4 Consistently good	5 Excellent / Optimal
Criteria						
COMMITTEE WORK						
1. The following should be considered when assessing each Board Member 's committee work: <ul style="list-style-type: none"> • Participates on committees and is knowledgeable about the purpose and goals of committees. • Understands the process of committee work, and the role of management and staff supporting committees 						

	N/A Not Able to Assess	1 Not Satisfactory	2 Room for improvement	3 Satisfactory	4 Consistently good	5 Excellent/ Optimal
GENERAL BUSINESS ACUMEN , KNOWLEDGE AND EXPERIENCE						
1. The following should be considered when assessing each Board Member 's general business knowledge and acumen: <ul style="list-style-type: none"> • Contributes to effective Board discussion through insights gained outside EASTECO's business; • Applies and offers the lessons gained in prior dealings that are analogous to EASTECO's issues; • Advances Board deliberations through strategic questions; • Assists Board understanding by examining issues from different perspectives; • Uses business knowledge and experience from field of expertise to constructively contribute to Board deliberations • Is generally knowledgeable about the EASTECO's business and its industry. • Demonstrates an understanding of the EASTECO's unique role of within the country. • Demonstrates an understanding of the regulatory, legislative, business, social and political environments within which EASTECO operates. • Is knowledgeable about the EASTECO's facilities and visits them when appropriate 						
2. Character and Personal Integrity: Consistently demonstrates professional and spiritual leadership character						
3. Relational Integrity: Communicates appropriately and positively both during and between board meetings. Listens to the ideas of others.						
4. Solution and Innovation Focus: Identifies problems and suggests potential solutions. Open to change and new ideas. Values both long-term vision and outcomes as well as short-term ideas and solutions.						
5. Is a positive force with a demonstrated interest in the long-term success of EASTECO; and Speaks and acts independently.						

	N/A Not Able to Assess	1 Not Satisfactory	2 Room for improvement	3 Satisfactory	4 Consistently good	5 Excellent/ Optimal
6. Has established an effective, independent and respected presence and a collegial relationship with other Board Members.						
7. Vision and Values Focus: Engages with and keeps the board focused on core values, mission, and vision						

Summary individual Ratings									
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What do you see as the strongest contribution this member makes to the board?

Note: Constructive comments are extremely helpful and informative. Please provide your comments regarding Board Members' performance in the space provided below

PART 4 – THE SECRETARY TO THE GOVERNING BOARD

The Secretary to the Governing Board:	Strongly Disagree						Strongly Agree	Comments
	1	2	3	4	5	6		
1. has maintained an arms-length relationship, as far as is reasonably possible, with the board and its Board Members;								
2. was adequately available to provide comprehensive practical support and guidance to the Board Members;								
3. has timeously and effectively raised matters that may warrant the attention of the board;								
4. has obtained appropriate response and feedback to specific agenda items and matters arising from previous meetings;								
5. has effectively ensured proper compilation and timely circulation of board papers;								
6. has ensured that minutes of meetings, after the approval of the chairman of the board or relevant board committee, were circulated to the Board Members in a timely manner;								
7. has adequately assisted the Human Resource committee to ensure that procedure for the appointment of Board Members was properly carried out;								
8. has effectively assisted in the proper induction of new members into the business, orientation, ongoing training and education of Board Members, including assessing their specific training needs;								
9. has adequately ensured that the board and board committee charters and terms of reference were kept up-to-date;								
10. has ensured the smooth running of the board's and board committees 'activities by assisted the chairpersons to set agendas, draft yearly work plans as well as preparing and presenting papers to the board and board committees								
11. has effectively assisted the board with yearly evaluation of the board, its individual Board Members and committees of the board;								
12. has taken ownership for being the 'gatekeeper' of corporate governance within the entity;								
13. has made arrangements for and managed the annual general meeting, established items to be considered, including resolutions dealing with governance type matters including proxy votes etc.								
14. has effectively managed relations with stakeholders with regard to corporate governance issues and the board's practices;								

15. has adequately ensured that the concept of stakeholders was on the board's collective mind when important decisions were being taken							
16. has acted as the 'conscience' of the commission, with an additional enquiring voice in relation to board decisions, drawing on his/her experience and knowledge of the practical aspects							
17. Has kept under close review all legislative, regulatory and corporate governance developments that may affect the commission's operations, and ensured that the board was fully briefed on these and that it has regard to them when taking decisions;							
Summary CS Ratings							
Note: Please outline any specific recommendations you have for improving and enhancing the Board's performance and effectiveness							

PART 5 - EXECUTIVE SECRETARY EVALUATION

This form uses a rating system to compare the results of each assessment criterion, or compare the results from year to year. The meanings of the ratings are as follows:

0 = There has been no implementation of the matter

1 = There has been little implementation of the matter

2 = There has been initial implementation of the matter

3 = There has been progressive implementation of the matter

4 = There has been complete implementation of the matter

N/A = No information or not available

1: Leadership	Scores						Comments/ Suggestions
1.1 The Executive Secretary has shown clear vision in correctly anticipating business trends, opportunities, and priorities affecting The Commission's prosperity and operations.	0	1	2	3	4	N/A	
1.2 The Executive Secretary has clearly translated his/her vision and strategy into feasible business or operational plans to achieve strategic success for the Commission.	0	1	2	3	4	N/A	
1.3 The Executive Secretary has accurately communicated his/her concept, vision, mission, strategies, goals, and directions for the Commission to stakeholders.	0	1	2	3	4	N/A	
1.4 The Executive Secretary has motivated and encouraged high employee morale and loyalty to the Commission, and facilitated team-building and cohesiveness among the Commission's employees to achieve the Commission's vision.	0	1	2	3	4	N/A	
1.5 The Executive Secretary has performed as an admirable role model for the Commission, maintained a working style which is open to constructive suggestions, and exercised effective leadership for the Commission	0	1	2	3	4	N/A	
1.6 The Executive Secretary has been an initiator, setting high working standards and pursuing goals with a high level of personal drive and energy.	0	1	2	3	4	N/A	

2. Strategy formulation	Scores						Comments/ Suggestions
2.1 The Executive Secretary has developed clear mission statements, policies, and strategic plans that harmoniously balance the needs of employees, and stakeholders.	0	1	2	3	4	N/A	
2.2 The Executive Secretary has accurately identified and analyzed problems and issues confronting the Commission	0	1	2	3	4	N/A	
2.3 The Executive Secretary has accurately determined and assessed key success factors for formulating the Commission's strategy	0	1	2	3	4	N/A	
2.4 The Executive Secretary has ensured that board members, senior management and other employees had participated in the formulation of strategic plans so that they had the ownership of the plans	0	1	2	3	4	N/A	
2.5 The Executive Secretary has assured that Authority's resources and budgets are aligned to the implementation of the Authority's strategic plan	0	1	2	3	4	N/A	
2.6 The Executive Secretary has established processes that did the monitoring and controlling works, thus ensuring that the effectiveness of organizational performance, including risk management, was achieved	0	1	2	3	4	N/A	
3. Strategy Execution	Scores						Comments/ Suggestions
3.1 The Executive Secretary has established an effective organization structure, ensuring that there is management focus on key functions necessary for the Commission to align with its mission	0	1	2	3	4	N/A	
3.2 The Executive Secretary has organized and delegated work accurately, and has performed his or her functions within his/her scope of responsibility and referred other functions to others in a professional manner	0	1	2	3	4	N/A	
3.3 The Executive Secretary has consistently made sound decisions and made timely adjustments in strategies when conditions demanded such changes	0	1	2	3	4	N/A	
3.4 The Executive Secretary has timely and effectively executed strategies on priorities and with measures set by the board	0	1	2	3	4	N/A	
3.5 The Executive Secretary has accurately supervised performance monitoring and performance control to ensure accountability at all levels of the Commission	0	1	2	3	4	N/A	
3.6 The Executive Secretary has ensured that the Commission's operations complied with requirements from all pertinent laws and regulations	0	1	2	3	4	N/A	

4 Financial planning/Performance	Scores						Comments/ Suggestions
4.1 The Executive Secretary has possessed a good understanding of the Commission's financial measures relevant to its business and financial situation	0	1	2	3	4	N/A	
4.2 The Executive Secretary has exercised good judgment in managing the financial affairs and budgets of the Commission	0	1	2	3	4	N/A	
4.3 The Executive Secretary has established sound practices and procedures for up-to-date and accurate accounting and financial planning	0	1	2	3	4	N/A	
4.4 The Executive Secretary has effectively monitored and evaluated financial planning, budget and administrative operations, and reported the results to the board in a timely manner	0	1	2	3	4	N/A	
4.5 The Executive Secretary has achieved the Commission's financial goals and market share targets	0	1	2	3	4	N/A	
4.6 The Executive Secretary has ensured that the Commission's accounts are of such professional quality that they have received a "clean" financial audit	0	1	2	3	4	N/A	
5. Relationships with the Board	Scores						Comments/ Suggestions
5.1 The Executive Secretary has built strong working relationships with board members and helped strengthen the board, and thus has worked closely and cooperatively with the board in developing the mission, and short, medium and long-term strategic plans	0	1	2	3	4	N/A	
5.2 The Executive Secretary has demonstrated a sound knowledge of board governance procedures and has consistently followed them, as well as exercised the appropriate measure and balance of power between the Executive Secretary as leader of the Commission and the board	0	1	2	3	4	N/A	
5.3 The Executive Secretary has prepared for the board by developing sufficient and appropriate agendas with adequate discussion time and providing accompanying information with all relevant aspects and conditions well in advance of the meeting	0	1	2	3	4	N/A	
5.4 The Executive Secretary has presented information to the board on items requiring board opinions and decisions in a professional manner, with recommendations based on thorough study and sound principles.	0	1	2	3	4	N/A	
5.5 The Executive Secretary has been readily available to individual board members whenever necessary, as well as supported the board in its governance duties by providing necessary resources and other facilities	0	1	2	3	4	N/A	

5.5 The Executive Secretary has encouraged board training and development, as well as board roles in the community and as advocates for the Commission	0	1	2	3	4	N/A	
6. External Relations							
6.1 The Executive Secretary has served as an effective Authority representative in communicating with all stakeholders, including community groups and organizations	0	1	2	3	4	N/A	
6.2 The Executive Secretary has effectively communicated the Commission's financial performance and future prospects to the stakeholders and investment community	0	1	2	3	4	N/A	
6.3 The Executive Secretary has professionally handled public relations issues in a manner that builds good will for the Commission and lessens concerns from the community and general public	0	1	2	3	4	N/A	
6.4 The Executive Secretary has encouraged corporate social responsibility and community involvement in promoting a positive image of Authority, as well as creating awareness of available products and services to the community and general public	0	1	2	3	4	N/A	
6.5 The Executive Secretary has assured that the Commission maintains positive relationships in the community and cultivates good working relationships with community groups and organizations	0	1	2	3	4	N/A	
7. Human Resources Management/Relations	Scores						Comments/ Suggestions
7.1 The Executive Secretary has created and maintained an organizational culture and climate which attracts, keeps and motivates staff to carry out The Commission's mission, strategic directions and organizational goals	0	1	2	3	4	N/A	0
7.2 The Executive Secretary has empowered staff members appropriate levels of freedom and authority, as well as effectively solicited and fostered support for initiative and creativity within the organization	0	1	2	3	4	N/A	0
7.3 The Executive Secretary has developed and executed sound personnel procedures and practices, including appraisal process and rewarding systems for management and employees, resulting in executives and staff working towards the same goals	0	1	2	3	4	N/A	0
7.4 The Executive Secretary has supported personnel development and education, encouraged appropriate personnel to participate in planning and decision-making, and provided opportunities to employees to work in professional fields which they are good at for the benefit of the Commission	0	1	2	3	4	N/A	0
7.5 The Executive Secretary has built or recruited a highly competent management team with the skills,	0	1	2	3	4	N/A	0

energy and passion to turn the Commission's mission and vision into a reality							
7.6 The Executive Secretary has ensured that the Commission has good internal communication and treated all personnel fairly, without favoritism or discrimination	0	1	2	3	4	N/A	0
Overall Comments							