BOARD MANUAL

ADS -South Rift

To honour God and serve people

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FOREWORD

This was the first review of the ADS SR Board manual conducted in November 2023.

The manual was made with reference to the existing Article of the Association. Any major changes made through this manual will lead to the changes in the existing Articles of Association.

ADS South rift, the development arm of the ACK Diocese of Kericho, has made key strides since its registration in 2015. Key among them included development of various policy documents. As the organization reached the acceleration stage, it was important to revise/formulate this policy document to support its next stage of growth.

This Board manual provides an exciting opportunity for ADS SR to reenergize our work with and for the communities we serve. The manual takes cognizance of and is aligned with the county and national plans 2022-2027, the provincial decade strategy, Diocesan 2022-2026 strategic plan and the ADS SR 2023-2027 Strategic Plan.

This was developed in consultations with key stakeholders in ADS SR, ACK Diocese of Kericho and in the region. We appreciate the informative input and feedback that culminated in the final plan. We retaliate our commitment to the spirit of collaboration and partnership that is critical to successful implementation of the manual and call upon all stakeholders to join us in this endeavor.

_____________________ **Date**____________________

Mary Naikumi
EXECUTIVE DIRECTOR

ACKNOWLEDGEMENT

Anglican Development Services – South Rift (ADS SR) is committed to fulfilling its mission of transforming society by empowering communities to holistically address their needs and glorify God.

The review of this Board manual was a team effort that benefitted from the time, commitment, expertise, and resources from many individuals from the ADS SR board and staff, NPI Expand team and the H.K Enterprises Kenya Consultants. The leadership of H.K Enterprises Kenya Consultants ably steered the development of this manual and in addition provided critical technical inputs.

We wish to acknowledge the generous support from USAID NPI EXPAND project who provided the financial and logistical resources that supported the entire process of developing this Strategy. We acknowledge and greatly appreciate the contribution of the NPI EXPAND technical team who provided invaluable inputs and guidance at all stages. Lastly, the enthusiastic participation and input from the committed team from ADS SR Board and staff members is recognized and sincerely appreciated.

____________________ **Date** ____________________

Rt. Rev. Ernest Ngeno
BOARD CHAIRPERSON

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1.0 BACKGROUND AND INTRODUCTION

1.1 About ADS SR

Anglican Development Services (ADS) South Rift is the development arm of Anglican Church of Kenya Diocese of Kericho. It operates in Bomet, Kericho and Narok counties with a population of 3 million people in an area of 21,900 square kilometers. The organization has been working with both rural and urban communities in these three counties.

The organization has been in operation since 1983 as ACK Narok Integrated Development Program (ACK NIDP) and ACK Trans Mara Rural Development Program (ACK TRDP). To align with the expanded geographical coverage and scope, all the ACK programs in south rift consolidated and registered in 2015 as ADS South rift.

The organization has extensive experience in designing and implementing various projects through various community engagement processes such as Church and Community Mobilization (CCMP), Participatory Evaluation (PEP), Participatory Vulnerability Capacity Assessments (PVCA), Citizens Voice and action(CVA) and Community Based Adaptation (CBA) Approach. As a result, communities identify and prioritize their needs, opportunities and resources then take actions to address them integrating disaster risk reduction strategies.

Key strategic focus areas are in Health, Education, OVC care and support, Food security, Economic Empowerment, Water and Sanitation. The focus areas ensure that Gender, Disability, Peace building, Disaster risk reduction and Environment are integrated in all the programs interventions.

The organization has good structures and strong financial control systems .This has seen its local offices in Narok, Trans Mara, Sotik and Kericho manage over KES 120 million in annually with excellent audit ratings. A very competent team of management and technical staff manages the program with clear organizational policies that ensure proper management of resources. The strong presence of the organization in the community has led to transformational development among the target beneficiaries.

Vision: A sustainable organization honoring God and serving people to achieve a dignified living

Mission: To transform society by empowering communities to holistically address their needs and glorify God

1.2 Thematic Areas

1.2.1 ADS SR's Strategic Objectives

The 2023 - 2027 ADS SR strategic plan focuses on the following pillars and goals:

Pillar 1: Community Development

Goal: Empower communities in South Rift Region to be Self–reliant and self-sustained by 2027

Expected Outcome: Improved living standards for communities in the South Rift region.

Thematic Areas under this pillar: -

i. Human Health
ii. Livelihood and Economic Empowerment, Food security
iii. Climate Change
iv. Peace Building
v. OVC Care and Support
vi. Cross-cutting issues: Advocacy; Emergency Response, Disability and gender integration, Capacity building; Participatory Monitoring, Evaluation and Learning

Pillar 2: Organization Transformation & Sustainability

Goal: Establish & strengthen systems, structures, and policies to effectively deliver the organization Vision and Mission

Expected Outcome: Functional and reliable systems and processes.

Thematic Areas under this pillar: -

i. Governance
ii. HR Management & Development
iii. Financial Management

Pillar 3: Property and Investment

Goal: Create a self- sustaining organization by enhancing income generating activities and initiatives.

Expected Outcome: Avail the resources to meet the vision and mission of the organization.

Thematic Areas under this pillar: -

i. IGAs Development
ii. Asset management
iii. Compliance
iv. Resource mobilization
v. Monitoring and evaluation

1.3 Core Values

1. Faith In God
2. Compassion
3. Sustainability
4. Stewardship
5. Equity
6. Teamwork
7. Growth, Learning and Innovation
8. Professionalism
9. Organizational and Self-development

2.0 STRUCTURE AND GOVERNANCE

2.1 Board Composition.

The Board Members shall be drawn from among the church and the community with relevant expertise, skills and experience. The Executive Director, who automatically becomes the Secretary of the Board, shall be allowed to participate in the deliberations but have no right to vote.

The two (2) church positions i.e., Bishop's Office and Diocese Administrator will always be continuous in any board by virtue of their offices.

The 11 memberships shall consist of the below;

a) Each of the four (4) field offices nominate one person to join the board.
b) The seating Bishop of Kericho Diocese-who will always be the Chairperson.
c) The Diocesan Administrator of Kericho Diocese-Not an executive but can be nominated to join committees.
d) The Executive Director-Secretary to the Board
e) 4 (four) slots to be filled by the Bishop in consultation with the Executive Director. These will give priority to fulfill the one third gender gap after filling the criteria a,b,c above. The Chair (Bishop) will also be keen on profession, expertise and disabled persons.

2.2 Eligibility Criteria of Board Members

To qualify as a member of ADS SR Board, at minimum, one must be:

- Above 18 years of age
- A Christian
- A person of integrity - be honest, trustworthy, and dependable.
- Natural Capability by experience and proven leadership abilities
- Comprised of members with relevant qualifications and skills that meet local requirements in terms of community development, Health, environmental and natural resource management, finance & accounting, leadership, and public administration.
- Previous corporate governance qualification from reputable institutions (public/private) will desirable.
- Committed to ADS SR's mission and core values.
- Willing to set aside time to participate and be involved in Board's activities as required.
- Objective in handling Issues.

- Person of good standing in the community
- Ready to support the community without remuneration expectations.

2.3 Power and Responsibility of the Board

The Board shall:

i. Approve and ensure enforcement of operational policies
ii. Be responsible for resource mobilization
iii. Provide strategic direction through effective strategic planning and implementation
iv. Ensure fiduciary oversight by holding the organization's assets in trust
v. Convene annual AGMs and special general meetings as required.
vi. Participate in the selection and appointment of the management staff.
vii. Appoint/recruit, supervise and appraise the Executive Director
viii. Enforce compliance to the legal status of the organization, Articles of Association, and bylaws
ix. Provide oversight roles to the management of the organization
x. Ensure functional systems for future development and growth of the organization.

3.0 ROLES AND RESPONSIBILITIES OF BOARD MEMBERS

From eligible Board members, a Vice Chairperson and a Treasurer shall be elected by the board members amongst Board Members during the first meeting.

3.1 Chairperson

The Chairperson will be the seating Bishop Diocese of Kericho and shall perform below duties;

- Chair all Board meetings, in his/her absence the Vice Chairperson shall chair the meeting
- Provide general guidelines related to the affairs of the organization
- In consultations with the Executive Director, develop the agendas for Board meetings,
- Ensure ethical standards are upheld within the board, at the Secretariat, and within field offices
- Serves as the organization and board's official communication person in consultation with the Executive Director.
- Leads the process of executive director goal setting and performance evaluation and compensation review consistent as per existing policies.
- Be accountable to the members on matters pertaining to the governance of ADS SR
- 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.
- Participates in the recruitment of new board members
- Provides for an effective, objective board self-evaluation process and supports implementation of recommendations for improvement.
- Perform any other relevant duties as mandated by the ADS SR's Memorandum of Understanding and Articles of the Association.

3.2 Vice Chairperson

- The vice chair shall lead the board meetings in the absence of the chairperson
- Is a member of the executive committee of the board

3.3 Treasurer

The Treasurer shall in general ensure that proper accounting procedures are adhered to, and shall:

i. Chair the Finance Committee and oversee the work of the Finance and Administration Manager
ii. Ensure that proper financial records of the organization are kept.
iii. Oversee compliance of financial policies and procedures of the organisation.
iv. Provide reports on the financial statement of the organization and audited annual accounts.
v. The treasurer, together with the finance and general-purpose committee, assists in managing the organization's portfolio and reviews whatever investments are made to ensure that they are sound and appropriate.
vi. The treasurer keeps track of investment earnings that are reported to the board and recommends adjustments.

3.4 The Secretary

The Executive Director automatically becomes the Secretary of the Board.

The duties Secretary shall ensure that:

- Accurate minutes of AGM and the Board meetings are taken, approved and filed.
- Records of the organization are maintained as required by law and made available when required by authorized persons. These records may include founding documents, including the registration certificate, constitution, lists of members, board and committee meeting minutes, financial reports, and other official records.
- Official records of members of the organization and the Board are maintained. Ensures that these records are available when required for reports, elections, referenda, other votes, etc.
- Proper notification is given of the board meetings as specified in the bylaws.
- There is general correspondence of the Board except for such correspondence assigned to others.
- They advise the Board on various matters relating to their obligations and on legal and administrative questions.
- The secretary may be called upon to prepare correspondence on behalf of the board, sign corporate paper and perform the duties of board historian.

4.0 BOARD COMMITTEES

The Board shall form Standing and Ad hoc Committees. The primary purpose of Committees shall be to consider and recommend actions and propose actions in the functional areas under their jurisdictions, subject to final approval by the main board. These committees shall have their chairpersons and guided by specific Terms of Reference (ToR).

4.1 Standing Committees

Standing committees shall be three, namely:

4.1.1 The Executive Committee.

The Executive Committees shall consist of the Chairperson, Vice Chairperson, the Executive Director, and the Treasurer.
The executive committee is authorized to exercise all the powers given to the board except the right to make changes to the memorandum of articles of ADS. However, ADS SRbylaws limit the power of the Executive committee to circumvent the responsibility and authority placed on the board of directors.

Its responsibilities shall include:

- Discuss issues as mandated by the Board; Make decisions and address policy matters that the Board has delegated to it;
- Highlight the agenda topics that the full Board shall discuss, give its recommendations to the Board for discussions and agreement or rejection.
- Meet on the agreed periods and report to the Board on all its decisions for formal ratification.
- Undertake any other relevant and related tasks as duly delegated by the Board
- Overseeing of policy implementation and the referring of questions to other committee or to the full board.

4.1.2 The Technical/Programmes Committee

The major policy recommendations emerge from this committee because its primary duty is to study how the organization can continually best serve identified community needs. This committee is responsible for recommending new activity areas to the Board and setting short-term, intermediate, and long-range service objectives.

The Technical Committee works closely with the Finance Committee and Human Resource Committee to determine the resources needed to support the organization's programs.

The Technical Committee shall include the people with difference expertise in various field of the organization's business, and persons experience in program planning management, forecasting, and organizational development from among the 11 board members.

The Technical committee shall:

- Advice the Board and Management on all relevant technical and programmatic issues
- Advice the Board and Management on programmes implementation and performance.
- Receive and approve Annual Work Plans and annual evaluation reports.
- Update the Board and Management on global, regional, national and local development trends.
- Advice and provide insights to the Board and Management on the strategic direction of ADS SR.
- Perform any other relevant and related tasks as duly delegated by the Board.

4.1.3 The Finance and Human Resources Committee

The Finance and Human Resource Committee shall include the people with different expertise in various related fields including finance and human resource management from among the 11 board members.

The Finance and Human Resources Committee shall support the board to:

- Reviewing the budget for the financial year and advising the board.
- Oversee assets utilization and financial transactions.
- Ensure equitable distribution of resources to respective projects.
- Commission audits and overseeing implementation of audit findings.
- Playing an advisory role to the management on financial, assets and investment matters.
- Oversee the human resources component of the organization
- Perform any other relevant and related tasks as duly delegated by the ADS SR

Board.

- Reviewing and recommending capital expenditures and unbudgeted operating expenditures that exceed management spending authority
- Recommending policies that maintain and improve the financial health and integrity of the organization.
- Reviewing and recommending a long –range financial plan for the organization.
- Overseeing the Human resource of the organization

4.2 Ad hoc Committees

An ad hoc committee is generally temporary in nature. The Executive Committee and/or full Board establishes an ad hoc committee to perform a specific issue or task. Once the task is completed, the committee disbands.

They first report to the Executive Committee. The executive committee can make a decision or if they wish would involve the inputs from the full board.

The potential Ad hoc committee shall include:

4.2.1 Board Orientation Committee

This shall be composed of experienced members drawn from existing and old board members. The Board Orientation Committee is responsible for:

- Identifying needed Board member skills, suggests potential members and orients new members (Could be a subcommittee of the Board Development Committee)
- Orientating the new Board Members so as to enable them performs their roles and responsibilities as Board members as soon as possible.
- Report the progress of the orientation of the new members to the full board.
- Do any other relevant and related tasks as duly delegated by the Board.

4.2.2 Audit Committee

Plans and supports audit of major functions like Finances, Programmes or organizational audits

4.2.3 Disciplinary/Ethics Committee

Develops and applies guidelines for ensuring ethical behavior and resolving ethical conflicts

4.2.4 Events/ Campaigns Committee

Plans and coordinates major events, such as fundraising, team-building or planning (Could be a subcommittee of the Fundraising Committee)

4.3 Formation of Committees by the Board

a) The Board may delegate any of their powers to committees consisting of such member or members of their body as they deem fit; any committee so formed shall in exercise of the powers so delegated conform to regulation that may be imposed on it by these articles and the Directors.

b) The members of a committee appointed by the Board of Directors shall appoint a Chair of the Committee

5.0 BOARD PROCESSES

5.1 Election of Board Members

i) Appointment of Board members shall be done by the criteria under the composition and as per the ADS SR's Memorandum and Articles of the Association.

ii) All the ADS SR field offices shall be clear on the procedures regarding the appointment and election of the Board members.

iii) The chairperson to declare the vacancies and be filled from existing committees of the field offices

iv) Board Members shall normally hold office for three (3) year term and renewable only **once for another maximum 3 years. However, the Bishop and Diocesan Administrator positions/membership do not expire but only changes by change of individuals by the main church (Both individuals can serve for more than 6 years so long as they still hold their church offices).** Other members can serve for a maximum of 6 years unless having resigned or been disqualified by ADS SR Board members or, expelled by two-thirds or more of Members of an AGM by virtue of a vote of no-confidence. All elected Members shall be eligible for re-election. No person shall be eligible for election, or co-option if (s)he has served for 2 consecutive three-year terms as a Board member unless there has been a period of one three-year term break since (s)he was last a Board member.

v) For the election of Office–bearers' successive rounds of voting shall take place, with the least successful candidates being eliminated in each round until such time as one candidate obtains not less than fifty-one percent (51%) of the vote. Office-bearers shall hold office for three (3) years. No person shall hold more than one office simultaneously.

5.2 Removal of a Board Member

The office of the Board shall be vacated if a member: -

i. Fails to attend 50% thus two full board meetings in a year with or without apologies. The only exception is one is admitted in hospital or on sickbed with presentation of evidence.

ii. Does not embrace the core values of ADS SR

iii. Does not contribute to the governance of the organization and is uninterested in improving his / her performance.

iv. Without the consent of the organisation in general meetings holds any office of profit under the Organization.

v. Becomes bankrupt or makes any arrangement or composition with his/her creditors generally;
vi. Becomes of unsound mind.
vii. Resigns his/her office by notice in writing to the Chairperson.
viii. He/she will be called upon by two thirds vote of the entire board through suspending or expelling any member upon evidence of material violation of the by –laws, public laws or any regulations or practice of the organization. The directors in question shall be entitled to state his/her case to the board before such action is taken. It is acknowledged that such removals are subjects to review by the courts. All legal procedures outlined by state laws will be adhered to during the removal or suspension.

Any vacancy occurring in the Board by death, resignation, and removal or otherwise shall be filled in accordance with the ADS SR constitution. The Executive Committee may co-opt an appropriate temporary board member but this co-options ceases at the time of replacement and ratification at the AGM.

5.3 Retirement of a Board Member

a) A Member is appointed for a period of three years and can be re-elected for another one term of three years.
b) After the initial three years, **a third** of Members shall retire by rotation at each full AGM following the dates of their first appointment/election to the Board
c) When a vacancy arises following retirement, resignation or any other cause, a replacement will be identified, and appointed/elected and ratification done at an AGM.

5.4 Resignation of Board Member

A Board Member may resign by giving thirty (30) days' notice in writing of their intention to do so to the Chairperson. The Chairperson must accept or reject the resignation in consultation with the Executive Director. A proper Hand-Over must be executed prior to effective date of resignation, or otherwise as deemed appropriate by the Board Chairperson.

6.0 BOARD MEETINGS

6.1 Regular Board Meetings

The Board shall hold four (4) regular/full meetings in a year. All regular meetings of the Board shall be summoned by the Board chairperson through the Secretary, by giving at least 14 days' notice accompanied by the proposed agenda in line with the ADS SR constitution.

Meetings are encouraged to be held physically. However, in some instances, online meetings can be held or by use of hybrid (attended physically and online at same time).

6.2 Special Meetings

Special meetings shall be called on a need basis.

A member of the Board may request for a meeting, and on the request of at least three (3) members of the Board, the Church Chancellor shall at any time summon a meeting of the Board by at least 14 days of notice served upon the several members of the Board, with an indication of the proposed agenda in accordance to the ADS SR constitution.

6.3 Annual General meetings

The board shall conduct the AGM annually as guided in the ADS SR Articles of Association. The Board will choose the time and place of the AGM. All general meetings of the Company other than AGMs are called Extraordi¬nary General Meetings.

The Board may call a general meeting at any time; and must call a general meeting if it receives a requisition by the members of the Company in accordance with the Act. 11.

The Chairman of the Board will preside as Chairman of every general meeting of the Company. If there is no Chairman of the Board, or if he is not present within fifteen minutes after the time appointed set for the meeting, or is unwilling to act, those Directors present at the meeting must elect one of themselves to be Chairman of the meeting.

6.4 Proceedings of Board Meetings

The quorum necessary for transaction of business shall be not less than half the number of members of the Board. Questions arising at any meeting shall be decided by a majority of votes. In case of any equality of votes the chairperson shall have a casting or second vote

One or more Board members may participate in a meeting of the Board, or a Committee of the Board virtually by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear what the absent member say and he/she can also hear what the present members are saying. Participation in this manner shall constitute presence in person at such meeting.

6.5 Decision making/Voting.

A committee may meet and adjourn as it thinks proper. Question arising at any meeting shall be determined by majority of votes of the members present, and in the case of an equality of votes, the chairman of that meeting shall have a casting vote.

7.0 BOARD REPORTING AND COMMUNICATION

7.1 Reports

The following Progress Reports shall be submitted to the ADS SR Board and the management quarterly

- Financial Performance Reports,
- Asset register and Movements,
- Income Statement
- Cash Flow Statements
- Annual/quarterly programme Reports and Workplans

7.2 Communication

To ensure the quality and consistency of ADS SR information disseminated to the external publics, the following shall be enforced:

- English and Kiswahili will be the preferred language when running board business.
- All media contacts are to be handled by the Chairperson or Executive Director only.
- All press releases and other promotional materials are to be approved by the Executive Director.
- All the board members shall comply with this ADS SR media guidelines and non-compliance shall be fertile grounds for disciplinary action including suspension from the board pending ratification by the AGM.

8.0 BOARD MANAGEMENT AND DEVELOPMENT

8.1 Oath of Office

The oath of office entails the role of a Board member, the commitment and pledges in executing their mandate on behalf of the organization and responsibility to the public trust. Details on oath of office are reflected in the pledge/onboarding form.

8.2 Code of Conduct/Ethics

The code of conduct highlights the governance and integrity values, communication, and finances of ADS SR as detailed in the organization's code of conduct.

The Board expects the following from its members:

- Maintain and understand the ethos, values, and objectives of ADS SR.
- Act in good faith toward ADS SR and its members.
- Be familiar with the organization's constitution, policies and procedures, and the duties of the Board.
- Make decisions in a timely, fair, and efficient manner.
- Prepare for, attend, and participate actively in board meetings.
- Ensure decisions of the board are based on the best evidence and information available.
- Develop contacts and good relations with other agencies.
- Keep up to date on the environment in which the organization is working.
- Be available to undertake appropriate governance training.
- Publicly represent the organization in a positive manner.
- Agree to resign from the board after 3 years' service, either continuous service or including breaks.
- To comply with conflict of interest and disclosure when required to do so.

8.3 Conflict of Interest

A potential conflict of interest is one in which a decision of a Board member could affect such person's own personal financial, professional and/or political interests.

The purpose of the Conflict-of-Interest Policy is to prevent the personal and/or financial interests of members of the Board from interfering with the performance of their fiduciary duties to ADS SR or result in the personal financial, professional and/or political gain on the part of such a board member at the expense of ADS SR, its members or stakeholders.

Board members are to perform their duties in good faith, in a manner they reasonably believe to be in the best interest of ADS SR and with such care, including reasonable inquiry, skill and diligence as a person of ordinary prudence would use under similar circumstances.
Board members are required to disclose all matters of personal interest touching on ADS SR.
In addition, a board member serving on a board or participating in management or is employed with a third party dealing with ADS SR should disclose this to the board so that he/she can be excluded in all matters regarding engagement with the third party. Also, he/she should not receive remuneration for service with respect to any transactions involving ADS SR.
A board member is not allowed to use ADS SR's time, personnel, equipment, supplies or goodwill for any other activity other than ADS SR's approved activities, programs and purposes.
A Conflict-of-Interest agreement form will be distributed for signature and filed annually.

8.4 Indemnity

Every member of the Board and other officers and servants of the Organization shall be indemnified against (and it shall be the duty of the out of the funds of the Organization, to pay) all costs, losses and expense which any such person may incur or became liable for by reason of any contract entered into, or act or anything done by him in good faith in the capacity aforesaid.

8.5 Motivation Mechanisms

The organization will provide opportunities for the Board of Directors to build their governance capacity related to their functions in the board. They shall be reimbursed all related costs to such acuities including trainings, meetings, learning visits.

9.0 ROLE OF BOARD IN FINANCIAL MANAGEMENT MANAGEMENT

The Executive Director and other signatories, who are board members, ensure they comply with all requirements requested by the local rules.

All moneys and funds received by and paid to the Treasurer are deposited by him/her in the name of organization bank or banks approved by the board. No payments are made out of the bank account without the approval of the board through appointed members authorizing such payment. All cheques on such bank accounts are signed by the Treasurer and two other office bearers of the organization who are appointed by the board.

9.1 Management of Expenses

Members of the board are reimbursed all expenses incurred while discharging their duties as long as the expenses do not exceed the authorized expenditure level set by the set policies/guidelines. Allowances are given to Board members for their service on the board subject to a maximum cap set by a resolution of the Board or existing guidelines. Any other allowances given to any member of the board such as entertainment allowance are subject to the scrutiny and approval of the board executive committee.

Board costs such meeting allowances, retreats, and accommodation and travels to attend board business shall be catered for by the organization.

9.2 ORGANIZATIONAL ASSETS AND CAPITAL INVESTMENTS

The Board Chair approves all purchase of the assets.

The assets report be tabled in all the full board meetings.

ADS SR has its own immovable and movable assets acquired through donor project funds which are used to facilitate project implementation and administrative work. The disposal of these assets shall be as stipulated in the constitution asset disposal clause.

10. BOARD PERFORMANCE SELF-ASSESSMENT

10.1 Policy

The assessment of the board as an entity and as individual members should be conducted periodically at least every two years. The board chairperson is responsible for setting the standards and procedures whereby Board self-evaluation can occur on a regular basis

10.2 Purpose

To determine that the board has capabilities essential to thoughtfully examine basic organizational issues such as quality and costs, while providing imaginative leadership and, if not, to determine what can be done to acquire those capabilities. Also to bring individual assumptions and concerns to the surface, to be dealt with at a greater level of awareness and in terms of direct and indirect consequences they may have on the organization.

10.3 Scope;

Each self-assessment is to be conducted in a detailed step by step process designed to bring about positive and practical changes in the board as a group and in individual members' performances. It will be important to engage consultancy services to support through the process.

10.4 Procedure;

The first step will be to identify the status of ADS SR programs, as well as desired future status of the programs. The board chairperson with the assistance of the appropriate staff members will gather valid data that reflects the present situation and the need for future action

The board chairperson, with the support of a consultant, will formulate a questionnaire to be distributed to each board member, Executive director and any advisory bodies whose input is determined to be essential to the outcome of the evaluation process.

10.5 The questionnaire;

The questionnaire should be accompanied by pertinent data gathered through the board members or an ad hoc board evaluation committee. Time will be set aside at a regular board meeting or, if possible, at a special workshop for confidential completion of the questionnaires. The questionnaire should cover the following areas;

a) Evaluation of full board;
   - ✓ Representation and balance
   - ✓ Selection process
   - ✓ Role in fiscal control
   - ✓ Review and definition of goals
   - ✓ Long term planning activities
   - ✓ Board executive relations
   - ✓ Organizational structure.
   - ✓ Board powers and responsibilities.
   - ✓ Information reports.
   - ✓ Meeting preparations.
   - ✓ Group dynamics.
   - ✓ Orientation, education.
   - ✓ Role in community.
   - ✓ Resource development.
   - ✓ Conflicts of interest.

b) Evaluation of individual directors
   - ✓ Suitability as Board members
   - ✓ General preparation as Board member.
   - ✓ Specific preparation for action as a board member.
   - ✓ Ambassadorship.
   - ✓ Participation in Development Program of ADS SR.
   - ✓ Committee activity.
   - ✓ Attendance.

10.6 Evaluation report

The board chair, with the support of consultant, will tally the responses from questionnaire and provide a written report and summation of the self-assessment process. The report will be shared with all members of the board and the Executive Director.

In preparing the report, special attention should be given to markedly divergent opinions; areas that appear to be confusing to respondents; notable differences in responses from new versus experienced members; and notable differences in the opinions of the Board leadership and other members and the Executive Director or other participating bodies. Areas requiring further study will be highlighted in the report.

After the presentation of the report, all participating parties will meet to discuss the report and make recommendations.

11.0 MANAGEMENT STRUCTURE

ADS SR has a management structure in place which is headed by the Executive Director who also doubles as Secretary to the Board. Other management team members include: Programs Manager and Finance and Administration Manager who are responsible for the day to day running of the organization activities. The field officers are in- charge of providing technical services to the community.

The support staff is composed of the Administration Assistant who doubles up as the receptionist and security personnel.

The roles and responsibilities of Executive Director are highlighted in the constitution while other cadre staff roles and responsibilities are in their specific contract files.

The board is responsible for the recruitment of the CEO whenever the position falls vacant for any reason. The board will also conduct performance evaluations on the CEO and guide on the areas of performance improvement.

12.0 APPENDICES

12.1 Names and contacts of current Board Members

Name	Designation	Telephone	E-Mail

12.2 Conflict of Interest Agreement and Disclosure Form

Please fill in the sections below. Section I is compulsory. For reporting conflict of interest cases, you are required to fill in Section II.

Section I: Agreement

I …………………………………………. Agree to the terms set forth in ADS SR's conflict of interest policy and promise to:

1. Disclose all matters of personal interest touching on ADS SR
2. Disclose all relationships am engaged in and their nature with third parties dealing with ADS SR
3. Use the resources of ADS SR for official duties ONLY as directed

Sign: ……………………………………………. Date: ……………………….

Section II: Disclosure

Please disclose all personal conflict of interest situations both potential and actual below:
Name:
Position on the Board:

Disclosure 1:
Disclosure 2:
Disclosure 3:
Disclosure 4:
Disclosure 5:

I hereby certify that the information provided above is true and verifiable and I have disclosed all matters regarding my engagement that has led or may lead to conflict-of-interest situations.

Sign: ………………………………………… Date: ……………………………

Official Use Only:

Remedy 1:
Remedy 2:
Remedy 3:
Remedy 4:
Remedy 5:

Approved:

Board Chairperson…………………………………………….

Board Secretary……………………………………………...

Date…………………………………………….

12.3 Oath of Office (Commitment Letter)

I ---, do solemnly swear that I will support the constitution of ADS SR and abide by all the by-laws and policies of the Association. I will faithfully discharge my duties as a board member to the best of my ability and adhere to the code of ethics so as to protect the integrity of the Board and support the development and furtherance of the network's vision, mission, and objectives, so help me God.

Signature:

Board Member ---

Secretary to the Board ---Date: -------------------

12.4 Executive Director's Job description

DATE:

JOB DESCRIPTION

NAME :

JOB TITLE : EXECUTIVE DIRECTOR

TEAM : MANAGEMENT

RESPONSIBLE TO: ADS SOUTH-RIFT BOARD

BACKGROUND:

Anglican Development Services (ADS)- South Rift (ADS SR) is the development arm of Anglican Church of Kenya Diocese of Kericho. It operates in Narok, Kericho and Bomet counties. The organization was established in 1983 and existed as ACK Narok Integrated Development Program (ACK NIDP) and ACK Transmara Rural Development Program (ACK TRDP). The organization is involved in community development work through various community engagement processes As a result, communities identify and prioritize their needs, opportunities and resources then take actions to address them. Key strategic focus areas are in food security and livelihoods, health, education, peace building, water and sanitation and Advocacy.

Vision:

A sustainable organization honouring God and serving people to achieve dignified living"

Mission:

To transform society by empowering local communities to holistically address their needs and glorify God.

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MAIN PURPOSE OF THE JOB:

Reporting to the Board of Directors, the Executive Director will have overall strategic and operational responsibility for ADS South-rift staff, programs, expansion, and execution of its mission.

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POSITION IN THE ORGANIZATION

The position reports to the Board of Directors.

Works closely with the Board, Management team, Project implementation teams and the support staff.

SCOPE OF JOB

- Support development of ADS South-Rift, an umbrella body for all the programs within ACK Kericho diocese covering Narok, Kericho and Bomet Counties.
- Developing and updating strategic plan for ADS South-Rift
- Consolidating programs and finance reports/audits from all the programs/projects and sharing with the relevant bodies/stakeholders.
- Coordinating the human resource in all the programs
- Dissemination of information across the site offices
- Fundraising
- Handling the managerial responsibilities in the organization including Programs and financial management, relations with donors and other stakeholders.
- Facilitating smooth initiation and close out of new and ending projects respectively within the organization
- Representing the organization in all spheres.
- Creating links for the organization with stakeholders and donors

- Reporting to the Board of Directors, donors, government ministries and other relevant bodies

SPIRITUAL LEADERSHIP

- Lead and participate in spiritual sessions of worship, prayer, devotion and be committed to the outworking of ADS SR mission, values and belief's statement.
- Responsible for maintaining own spiritual development.
- To be committed to actively working and living in accordance with ADS SR evangelical beliefs as laid down in the Bible.

JOB TITLE: EXCECUTIVE DIRECTOR

ATTRIBUTE	ESSENTIAL	DESIRABLE
EDUCATIONAL QUALIFICATIONS	Undergraduate/ masters degree in any field	Project Management
EXPERIENCE	At least 5 years in management position	Experience in areas of managing a busy organization
SKILL/ABILITY	Social skills and leadership skills	Ability to interact with people of all cadres and levels
PERSONAL QUALITIES	Commitment and perseverance	

Name of Staff: ·······································.Sign ·····················.. Date···············

Board Chairperson (Sign)····························· Date··································.

12.4 Existing documents at ADS SR

1. Constitution
2. The Human Resource Management policy
3. The Finance Policy

4. Code of conduct