

Institute of
Certified Secretaries

ICS



Promoting Good Governance in Kenya

The Governance Profession



The State Corporations Advisory Committee (SCAC) partnered with the Institute of Certified Secretaries (ICS) to mount the 2023 induction workshop for Board Members of State Corporations between 12th to 26th of April, 2023 at Lake Naivasha Resort, Naivasha. The target participants are all Board Members of State Corporations in Kenya.

The Workshop was graced by Prime Cabinet Secretary Hon. Musalia Mudavadi.

VISION

Leaders in good governance for a sustainable society.

MISSION

To develop and guide sustainability and governance standards in organizations.

CORE VALUES



Boldness



Integrity



Excellence



Agility



Collaboration

MANDATE

To promote the practice of good governance in both private and public institutions.

HOW WE DO IT

Through regulation, research, publication, capacity building and advisory services in the area of governance.

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ABOUT US



4000
MEMBERS



11
COUNCIL
MEMBERS



4
INSTITUTE
ESTABLISHMENTS

The Institute is governed by a Council comprising of eleven (11) members, out of whom ten (10) are elected by members and one (1) appointed by the Cabinet Secretary for Finance pursuant to the CPS Act. The Council is led by the Chairman who is also elected by members. The Council operates through Committees established to handle various activities touching on the CPS profession.

Globally, Certified Public Secretaries (CPS) have varying titles depending with the type of organization they are working for and the position they occupy in such organizations. Some of the titles applicable include Certified Secretary (CS), Company Secretary, Corporate Secretary, Corporation Secretary, Board Secretary and Chartered Secretary.

In Kenya, members of the Institute of Certified Public Secretaries of Kenya (ICPSK) are generally referred to as Certified Secretaries and the designatory letters "CS." are used before their names. The designation "CS" has already been protected at the Kenya Industrial Property Institute (KIPI).

As a public institution with a statutory mandate of promoting good governance, ICS has over the years partnered with other institutions to undertake various governance initiatives including:

- **Code of Governance for State Corporations "Mwongozo" (on behalf of State Corporations Advisory Committee and Public Service Commission).**
- **Champions of Governance (COG) Award.**
- **Code of Corporate Governance for Issuers of Security to the Public issued by the Capital Markets Authority.**
- **The Code of Governance for Private Organizations in Kenya.**
- **CSIA Corporate Secretaries Tool Kit.**
- **The Governance Framework for Certified Public Secretaries working at the County Governments.**
- **Governance Standards and Guidelines.**
- **Governance Training Manuals.**
- **Governance Research, Trainings and Consultancies.**
- **Governance Journal.**
- **The Weekly Governance Voice (WGV) YouTube Channel.**

INSTITUTE COUNCIL



**FCS Diana Sawe Tanui
(Chairman)**



**FCS Joshua Willy Wambua
(Vice Chairman)**



FCS Jacqueline Waihenya



CS Dr. Kenneth Wyne Mutuma



FCS Salome Onyonka



CS Malachi Adede



FCS Dr. Nicholas K. Letting'



FCS George Athiambo



FCS Fredrick Wasike



CS Kathyryne Maundu



CS Joyce Koech



FCS Jeremiah N. Karanja (CEO)

COUNCIL PROFILES



FCS Diana Sawe Tanui is the Chairman of the Institute of Certified Secretaries (ICS) in Kenya. She is a Certified Secretary, an Advocate of the High Court of Kenya with over 16 years experience and a Fellow of the Chartered Institute of Arbitrators. Mentorship is her passion and she offers it through the Young Women on Boards Network and the Global Give Back Circle. In 2021, she was recognized as a Top 40 Under 40 Woman by Business Daily. She is a Member of the following professional

associations: Institute of Certified Secretaries of Kenya (ICS), Law Society of Kenya (LSK), East Africa Law Society (EALS) and Chartered Institute of Arbitrators (CI Arb). In her day-to-day practice, she is the Corporation Secretary and Director of Legal Services at the Insurance Regulatory Authority. Her interests are centered on corporate governance, alternative resolution of disputes, regulatory affairs and compliance.



FCS Joshua W. Wambua is a certified Secretary and a fellow of the Institute of Certified Public Secretaries of Kenya. He holds a Master of Business Administration Degree with a major in finance from the University of Nairobi and a degree in Business Administration in finance. He has served as a County Executive committee member in Makueni and also as County Secretary. Served and continues to serve on a number of boards of Management of schools. In 2012, he was awarded the Moran of the Burning Spear (MBS) by the President of Kenya for his outstanding contribution to the Nation building. He has worked with Kenya Posts & Telecommunication, lectured at Multime-

dia University and is an examiner at KASNEB. He was party to the conceptualization of the framework that led to the formation of the International Federation of Company Secretaries (IFCS) in Delhi-India, and served as a member of IFCS for five years. He served as the Secretary and the Chief Executive of the Institute of Certified Public Secretaries of Kenya for 13 years, and also served as a Board member of the Public Procurement Administrative Review Board. He also served as the Honorary Secretary of the Association of Professional Societies in East Africa (APSEA).



FCS Jacqueline Waihenya is a Fellow of Certified Secretary of Kenya and an accredited Governance Auditor at the Institute of Certified Secretaries (ICS), an Advocate of the High Court of Kenya and Managing Partner of JWM Law LLP which she founded in 2012. She holds an LLM from University of Nairobi specializing in Public Finance and Financial Services Law. She is an ADR Expert and a Chartered Arbitrator of the Chartered Institute of Arbitrators (CIARB) where she is the Vice Chairman. She oversaw the incorporation and operationalization of CIARB Kenya Limited transforming the Kenya Branch into one of the

international corporate branches. She is also qualified as a Certified Advanced Construction Adjudicator at CIARB and holds a Diploma in International Arbitration. She is an International Mediation Institute IMI Certified Mediator and Chartered Mediator (Institute of Chartered Mediators and Conciliators). She numbers among the pioneer accredited Kenya Judiciary Mediators. She serves as the Vice Chairman of the Kenya National Chamber of Commerce & Industry – Mombasa Chapter and is the Vice Chairman, Mombasa Law Society.



FCS Dr. Nicholas K. Letting' is a Fellow of the Institute of Certified Secretaries (ICS). He was Chairman of the Institute in the year 2014–2016. Currently, he is the Secretary/Chief Executive Officer (CEO) of Kenya Accountants and Secretaries National Examination Board (kasneb). He is an active contributor to corporate governance (board-related), executive and strategic leadership, finance and investments, education and training streams on business-related aspects among University and Technical Training Institutions and occasionally comments on emerging issues in both electronic and print media. He is also a fellow of the Institute of Certified Public Accountants of Kenya (ICPAK) and the Kenya Institute of Management (KIM) and a Member in good standing of Institute of Certified

Investments and Financial Analysts (ICIFA), Institute of Directors (IoD) and Institute of Human Resource Management (IHRM). Dr. Letting' has over 24 years experience in industry and academia in private, public and not-for-profit organizations having worked with kasneb, MUA, KIM and BAT Kenya. As an industry practitioner, he has been a CEO for over 10 years. In 2020 Dr. Letting' was awarded the Elder of the Order of the Burning Spear (EBS) and in 2012 he received the Head of State of Commendation (HSC) for his contribution to the development of the country in the education sector. He believes in the great potential of Kenyan youths globally.



CS Joyce Koech is a Certified Secretary and an advocate of the High Court of Kenya with over 11 years of experience. She serves as the Registrar of Companies where she is in charge of overseeing the overall coordination and management of the Companies Registry at the Service in line with Companies Act, 2015. Part of her accomplishments includes overseeing process reforms geared towards end-to-end automation of processes at the Companies Registry, Policy Reforms to enhance the

legal and policy framework governing registration of business entities, spearheading reforms towards enhancing transparency in legal entities and stakeholder engagement for an inclusive reform agenda. She holds a Bachelor of Laws Degree from the University of Nairobi, and is a Certified Public Secretary. Currently, she is undertaking Master's Degree in Arts at the University of Nairobi.



CS Kathryn Maundu is a trainer and facilitator with the Institute of Certified Public Secretaries with fourteen years of consulting experience guiding local and multinational companies and their boards in discharging their statutory and corporate governance mandate. She is well versed with the applicable corporate laws and other statutory regulations across East Africa. She serves as company secretary on various boards of companies in diverse sectors. She is also pivotal in assisting boards to establish good corporate

governance structures and develop policies and charters to support these structures, restructuring companies and offering advisory services to the compliance of companies with the Companies Act and other relevant regulations. Her key areas of specialization include but are not limited to the provision of governance, legal and company secretarial services, bond/note and security trustee services, escrow agent services and shares and bond registration services.



CS Malachi Adedeh is a Council Member of the Institute of Certified Secretaries of Kenya (ICS), where he chairs the Audit, Risk and Compliance Committee. He is also a Co-Chairman of the Joint Liaison Committee, which is made up of the Business Registration Service ("BRS"), Law Society of Kenya – Nairobi Branch and ICS ("the JLC"). He has over fourteen years experience in Corporate Governance work and is

mainly involved in supporting multi-sectoral Boards in understanding the role of the Board of Directors in playing oversight over the organization (oversight vs over-reach), Board Dynamics, among others. He is the Managing Partner at Liroja Services, a corporate governance consultancy based in Westlands, Nairobi.



FCS Salome Onyonka is a Fellow of the Institute of Certified Secretaries (ICS), and Chair of the ICS Professional Development Committee (PDC). She is a Corporate Governance and Human Resource Consultant, Trainer/Facilitator, Executive Coach, Entrepreneur and Board Member. FCS Onyonka is passionate about leadership, people and governance. She is a Certified Secretary, Accredited Governance Auditor, Certified Human Resource Professional (CHRPK) and an Accredited Executive Coach. She currently works as the Founder and CEO of Luchris Consulting

which specializes in Corporate Governance, HR Consulting, Training/Capacity Building, Organizational Development and Executive Coaching. She is a Board Member of World Vision Kenya (WVK) and chairs the Governance and Nominations Committee. She has facilitated numerous seminars, workshops and team-building activities in the areas of corporate governance, leadership, emotional intelligence, people management, customer service and communication.



FCS Fredrick Wasike is a certified public secretary and Fellow of the Institute of certified secretaries (ICS). He is currently Director, Human Resources and Corporate Sustainability at Isuzu East Africa Ltd, where he is popularly known as the Director for Happiness. He is currently a council member of ICS. He also serves the Institute in various other capacities including member of the Finance and Strategy Committee, Trustee of the ICPSK Benevolent Fund and member of the Nominations Committee of the College of Fellows. He holds an MBA in strategic management from the University of Nairobi, a Higher Diploma in Human Resources Management from the Institute of Human Resources Management, National Diploma in Business Management from the Kenya Institute of Management and Postgraduate Diploma in Education from Kenyatta University.

Fred is a Certified HR Professional (CHRP) and an AoEC and ICF Executive Coach. In the year 2021, the Institute of Human Resource Management (IHRM) recognized Fred as the best HR Director in Kenya. He is a member of the Institute of Directors, The Kenya Institute of Management and the Institute of Human Resource Management. Previously he served as Director-Operation smile Kenya, Council member of the Institute of Human Resources Management and Chairman of the Board of Trustees of Carolina for Kibera (CFK), a Non-Governmental organization supporting youth activities in the Kibera slums of Nairobi. He is passionate about community work. He supports many bright children from disadvantaged backgrounds to go through secondary education.



FCS George Athiambo is a fellow of Institute of Certified Secretaries (ICS), where he offers Governance Audit, Company Secretarial services. He is the CEO of CRS Associates (Certified Public Secretaries Kenya), Where he consults on Governance Audits, Company Secretarial Corporate Governance Training, Corporate Health Checks, Training of Board of Directors, Preparation of Board Charters, Governance Frameworks and Meetings Law and Procedures. He has been in employment for over 30 working with leading audit firms such as Deloitte Haskins + Sells, Specialist Corporate Consultants,

PricewaterhouseCoopers, Deloitte & Touche and PKF Kenya. He has also been a part-time lecturer at the East Africa School of Management, Vision Institute of Professionals and Star College of Management, where he immensely contributed to many students becoming members of the Institute after finishing their examinations. FCS Athiambo has Professional Qualifications in Account Clerk National Certificate (ACNC), Certified Public Secretary (K) and is a Governance Auditor.



CS Dr. Kenneth Wyne Mutuma is a member of Institute of Certified Secretaries (ICS) Kenya, where he has accumulated vast experience in corporate governance and is a Chartered Arbitrator, a Certified Secretary, and an accredited Governance Auditor. He currently works at the University of Nairobi, School of Law as a Senior lecturer where, inter alia, he is a course instructor in Corporate Governance. As a consultant/ governance trainer and researcher in corporate governance, he has been engaged in various groundbreaking projects within the public, private and non-profit sectors. Some of these projects include the formulation of the Mwongozo Code Board Induction for State Corporations under the State Corporations Advisory Committee (SCAC); Conducting

research on the State of the Corporate Secretarial Profession in Kenya under the auspices of the Institute of Certified Secretaries and the Registered Certified Public Secretaries Board. He is currently working on formulating Corporate Governance Guidelines and a Code of Conduct for all entities in the Tea Sector with the Tea Board of Kenya in conjunction with the ICS. As a governance practitioner, he remains actively engaged in the corporate governance field. Kathryn is also experienced in corporate governance, governance assessments, drafting of governance policies and procedures, governance tools, board and management effectiveness programs such as Board inductions and evaluations and trainings.



FCS Jeremiah N. Karanja is the Chief Executive Officer of ICS and a Board member in a State Corporation. He has previously held various positions in diverse institutions including Board Membership, Chief Executive, Board Secretary, Head of Department, Manager, Human Resource Officer, Shares Registry Officer. He is a holder of MBA in Strategic Management; Bachelor of Arts in Public Administration, Political Science and Communication; Bachelor of Law; Diploma & Higher Diploma in Human Resources Development; Certi-

fied Public Secretaries of Kenya-CPS(K). He is a PhD Student in Leadership and Governance. He has authored several articles in governance as well as three books as follows: Corporate Governance and Ethics; Public Governance, Administration and Policy; and Effective Management of Meetings. He has trained many Boards and Senior Management Teams under the auspices of ICS and States Corporations Advisory Committee (SCAC).

INSTITUTE SECRETARIAT



For the day-to-day running of the Institute's operations, the Council has put in place a Secretariat headed by the Chief Executive Officer. The current members of the Secretariat are:

FCS Jeremiah N. Karanja	- Chief Executive Officer
CPA Pius Kamau	- Head of Finance & Support Services
FCS Emily Mugonyi	- Manager, Member Services
CS Gloria Kikete	- Corporate Secretary
CS Judith Oduge-Otieno	- Manager, Professional Services
Mr. Gilbert Kiprono	- Manager, Research and Business Development
Mr. Julius Kyulu	- Manager, ICT
CS John Gwada	- Learning and Development Officer
Ms. Maureen Nyakwaka	- Accounts Officer
Ms. Lydia Sandimu	- Executive Assistant
Mr. Festus Kimeli	- Capacity Development Officer
Mr. Hosea Mutwiri	- Research and Strategy Officer
Ms. Marion Koki	- Marketing and Communication Officer
Mr. James Karonjo	- ICT Officer
Mr. Daniel Mutai	- Office Driver

MEMBERSHIP QUALIFICATIONS

Membership qualifications are prescribed under Section 20 of the Certified Public Secretaries Act, Cap 534 of the Laws of Kenya that a person is qualified to be registered as a Certified Public Secretary if he/she:

- a. Has been awarded by the Kenya Accountants and Secretaries National Examinations Board (KASNEB) a certificate designated the final certificate of Certified Public Secretaries Examinations.
- b. Holds a qualification approved by the Registration of Certified Public Secretaries Board (RCPSB).
- c. Was on June 30, 2002 both a citizen of Kenya and a member of the professional body known as The Institute of Chartered Secretaries and Administrators.
- d. Was on June 30, 2002 both ordinarily resident in Kenya and a member of the professional body known as The Institute of Chartered Secretaries and Administrators;
- e. Was on 1 November 1989 registered as an Accountant under section 24(1) of the Accountant Act.
- f. Was on 30 June 2002 an Advocate of the High Court of Kenya. (In yellow, make it interesting with artwork).



Persons holding diplomas, degrees, or other professional qualifications can apply to kasneb for exemptions in some exams.

Qualified persons who wish to register as members are required to apply through the Registration of Certified Public Secretaries Board (RCPSB). Members who desire to practice are required to obtain a practicing certificate issued by RCPSB, after meeting the prerequisite requirements which among other things include being members of the Institute in good standing for at least two years.

Get in touch with RCPSB:

Visit: 5th Floor, kasneb Towers II, Hospital Road, Upper Hill.

Email: regcpsb@gmail.com.

Phone: 0706 376 624.

Website: www.rcpsb.or.ke

COMPETENCE AND PROFESSIONALISM

Kasneb examination syllabus

Certified Secretaries are trained, examined and certified on matters of governance, corporate secretarial practice, compliance, management, administration, advisory, consultancy, corporate recovery, and insolvency. Below is the Certified Secretaries syllabus:

Foundation Level

- Management Principles and Practice.
- Communication Skills and Records Management.
- Introduction to Law and Governance.
- Principles of Accounting and Taxation.
- Human Resources Management.
- Information Communication Technology.

Intermediate Level

- Company Law.
- Public Sector Governance, Policy and Administration.
- Meetings, Compliance and Administration.
- Financial Markets and Specialised Institutions.
- Corporate Governance and Ethics.
- Research, Consultancy and Advisory.

Advanced level

- Strategic Management.
- Finance for Decision Making.
- Governance and Compliance Audit.
- Boardroom Dynamics.
- Research Project.

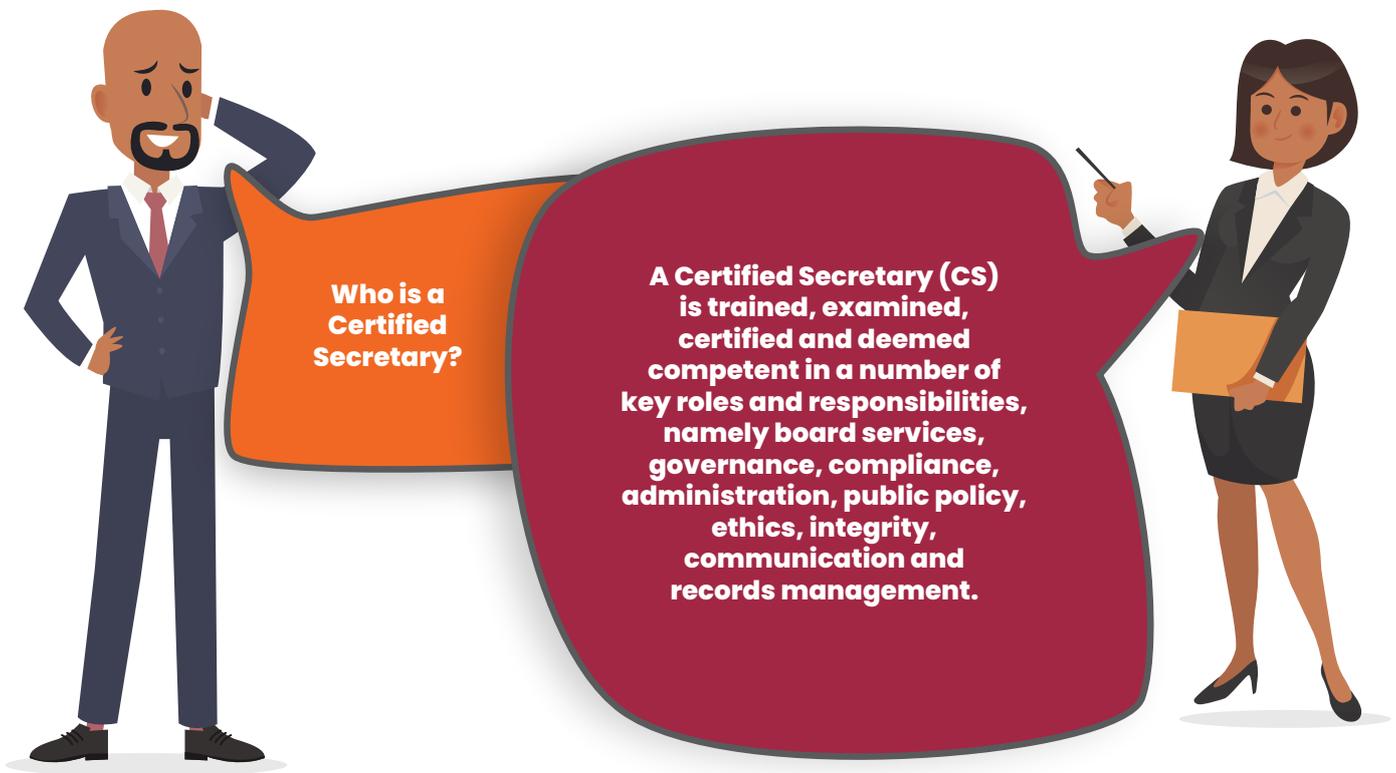
Continuous Professional Development (CPD)

Certified Secretaries are required to clock at least 20 CPD Points in every calendar year in order to keep in pace with the emerging changes and challenges in a dynamic environment. CPD Programs are tailored to support members observe highest standards of professionalism that promote excellence in practice.

Professional Conduct

The ICS Disciplinary Committee is a statutory tribunal under the ICPSK Act mandated to deal with any breach of professional conduct.

WHO IS A CERTIFIED SECRETARY?



All members of the Institute, currently more than four thousand, are generally referred to as Certified Secretaries and the designatory letters "CS" are used before their names.

Specific titles may however vary depending with the type of organization they are working for or the position they occupy. Such titles may include Corporate Secretary, Company Secretary, Corporation Secretary, Board Secretary, Council Secretary, Trust Secretary, Commission Secretary, Governance Officers, Integrity Officers, Ethics Officers, Compliance Officers, among others.

APPOINTMENT OF CORPORATE SECRETARY

The appointment and determination of the terms of engagement of the Corporate Secretary is a matter for the governing organ. The Corporate Secretary should be competent and qualified as per the provisions of the Certified Public Secretaries of Kenya Act, must be a member of ICS in good standing and may be engaged either on full-time or part-time basis.

The office of Chief Executive Officer and that of the Corporate Secretary should be held by different persons. Similarly, the office of the Auditor and that of the Corporate Secretary should be held by different persons or firms.

ROLE OF CORPORATE SECRETARY

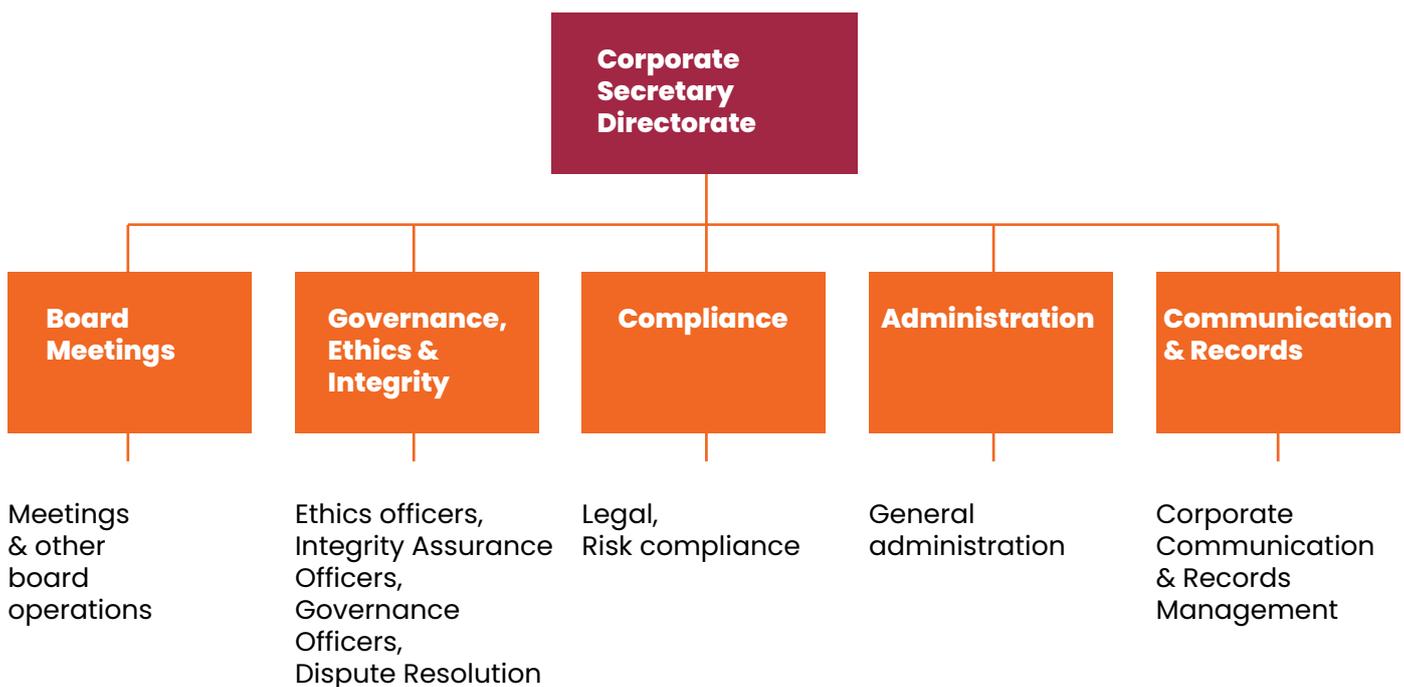
Members of the Institute (Certified Secretaries) sell governance-related products and are engaged in different capacities including governance auditor, shares registrar, company secretary, corporation secretary, council secretary, board secretary, commission secretary, trust secretary, ethics officer, governance officer, or integrity officer.

CSs are trained, examined, certified and deemed competent in a number of key roles and respon-

sibilities, namely board services, governance, compliance, administration, public policy, ethics, integrity, communication and records management. The CS function is not limited to Board operations but should benefit entities on all matters related to governance, ethics and integrity. These functions include supporting the Public Service Commission (PSC) towards gathering data for purposes of preparing the annual Values and Principles Compli-

ance Report in fulfilment of the PSC's constitutional mandate spelt out in Article 234 2(c) 2(h) of the Constitution. In addition, CS competency on matters of ethics and integrity should provide useful support to the Ethics and Anti-Corruption Commission (EACC).

The roles of a Corporate Secretary may be broadly divided into the following six pillars upon which the profession is anchored:



Board Services

- Board and shareholder meeting procedures including preparation of meeting papers and minutes.
- Overseeing implementation of elections, nominations, appointments and constitution of governing organs.
- Overseeing the development and implementation of work plans, inductions, and trainings of the governing organs.
- Overseeing the annual evaluations of the governing organs.
- Other Board operation services.

Compliance Services

- a. Oversee legal and regulatory compliance.
- b. Incorporation, registration, deregistration, dissolution, striking off or winding up of an entity.
- c. Updating statutory returns or registers for submission with relevant authorities.
- d. Effecting statutory changes in the ownership and governance of an entity.
- e. Certifying governance section of annual reports.
- f. Keeping custody and accounting for the use of the official corporate seal.

Administration services

- a. Overseeing general administration.
- b. Overseeing other corporate support services.

Communication and records management

- a. Preparing, reviewing and keeping custody of internal policies and documents.
- b. Overseeing management of organizational records and confidentiality of information.
- c. Overseeing dissemination of meetings' resolutions to all stakeholders.
- d. Supporting in the development and implementation of stakeholders' policies and strategies.
- e. Facilitating effective communication between the organization, members and stakeholders.

Governance services

- a. Overseeing development, review, implementation and advising on corporate governance, ethics and compliance.
- b. Overseeing governance audits of the organization and reporting on implementation of recommendations thereof.
- c. Ensuring that an appropriate framework on environmental, social and governance (ESG) is put in place, implemented and regularly reviewed.
- d. Resolution of governance disputes.

Ethics and integrity services

- a. Facilitating the development, approval, reviewing and implementing of code of conduct, policy on whistle-blowing, gift policy, anti-corruption policy, and conflict of interest policy.
- b. Facilitating the development, reviewing, implementing and periodic assessing of ethics strategy, budgets, structures, programs, education, capacity building and organizational ethical goals.
- c. Facilitating the development, reviewing and implementation of corporate social responsibility (CSR) guidelines.
- d. Providing support and advising on integrity management system.
- e. Coordinating ethics risk assessment and developing appropriate strategies to address systemic weaknesses, vulnerability and risks.

Certified Secretaries are also competent to offer a wide range of Investment and Business Management Advisory Services critical to organizations. Such

services include: Trade advisory services, Project Management, Strategic Planning among others.

The consumers of the Secretarial or Governance products/services need to be made more aware of the benefits of consuming these products.

POSITIONS HELD BY CERTIFIED SECRETARIES



Certified Secretaries are also competent to offer a wide range of Investment and Business Management Advisory Services critical to organizations. Such services include: Trade advisory services, Project Management, Strategic Planning among others.

- a. Company Secretaries in line with the requirements of the Companies Act No 17 of 2015.
- b. Secretaries to the County Public Service Board in line with the provision of the County Governments Act, 2012.
- c. Secretaries to the Boards of the Cities and Urban areas in line with the provision of the County Governments Act, 2012.
- d. Corporation Secretaries in line with provisions of the Code of Governance for State Corporations (Mwongozo).
- e. Secretaries to the governing bodies of Saccos, Trusts, Universities, NGOs, Societies, etc.
- f. Governance Auditors for State Corporations in line with provisions of Mwongozo.
- g. Governance Auditors of Issuers of Securities to the Public in line with provisions of the Code of Governance for issuers of Securities to the Public.
- h. Governance Auditors for Pensions Schemes in line with provisions of the Retirement Benefits (Post-Retirement Medical Fund) Guidelines, 2018.
- i. Governance Auditors for Sacco Societies in line with provisions of Good Governance Practices for Deposit-Taking Sacco Societies.
- j. Governance Advisors and Trainers.
- k. Board Evaluators.

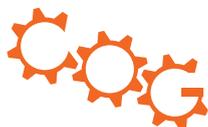


- a. Use of the internationally recognized Certified Secretary “CS” designation.
- b. Access to cutting edge knowledge in their field of specialization through our Continuous Professional Development (CPD) programmes.
- c. Discounts on professional trainings offered by the Institute.
- d. Serving in Public and Private Institutions Boards.
- e. Serving in Committees of the Council.
- f. Facilitating Trainings and Consultancies on behalf of the Institute.
- g. Access to Institute’s Publications such as the Governance Journal and regular electronic updates on current and conventional issues.
- h. Access to the Institute’s Medical Scheme.
- i. Inclusion in our databank for job opportunities.
- j. Access to technical support on professional matters.
- k. Opportunities for participation in international programmes organized by Corporate Secretaries International Association (CSIA) and interaction with the global business community.
- l. Access to Institute’s library resources.
- m. Membership of the ICPSK Sacco Society Limited.
- n. Membership of the ICPSK Benevolent Fund.
- o. Opportunity for linkages with other members and professionals to enhance networking and contribute to national development.
- p. Opportunity to publish articles on the Governance Journal.

INITIATIVES TO PROMOTE GOOD GOVERNANCE



Training & Consultancy



Champions of Governance (COG) Awards



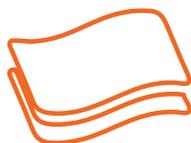
Governance Standards & Guidelines



Governance Journal



Mentorship & Induction Program



Benevolent Fund



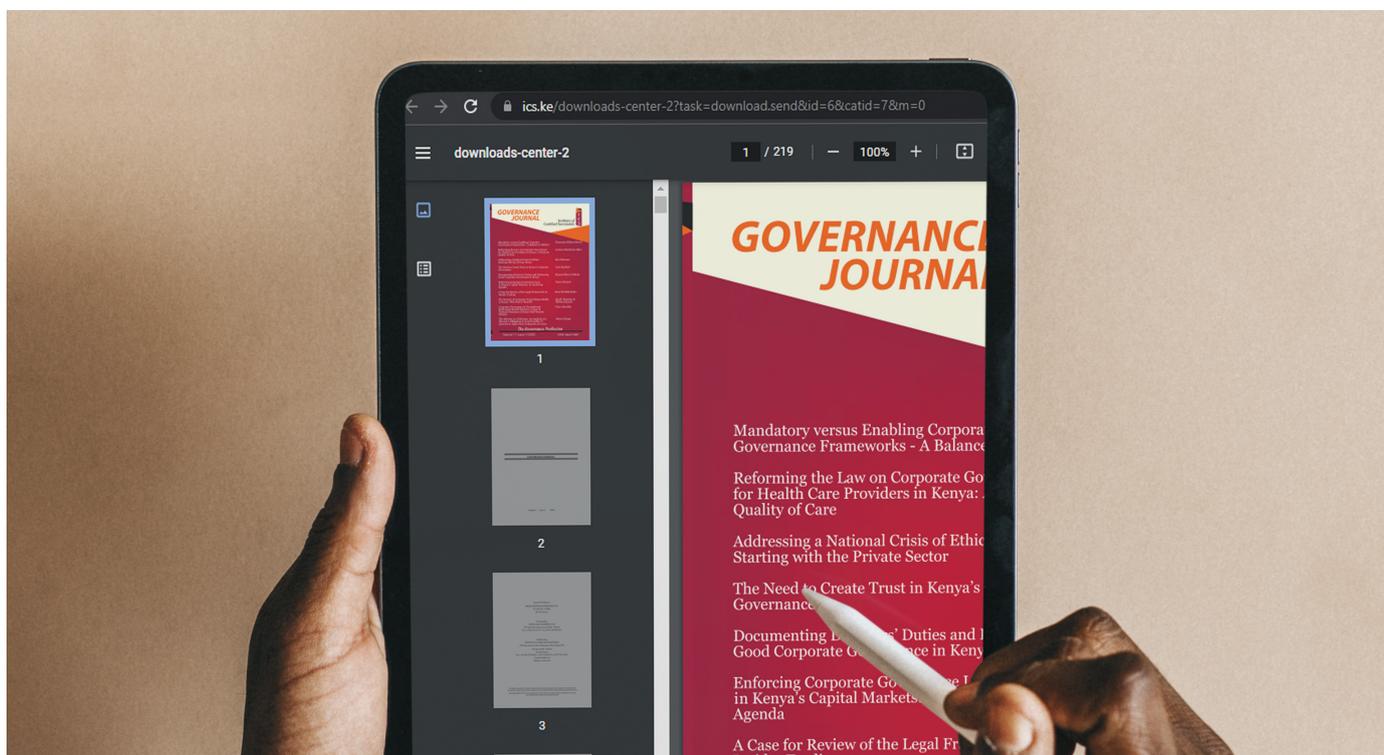
ICPSK Sacco Society LTD



Governance Voice - YouTube Channel

As a public institution with a statutory mandate of promoting good governance, ICS has over the years partnered with other institutions to undertake various governance initiatives including:

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- CSIA Corporate Secretaries Tool Kit.
- The Governance Framework for Certified Public Secretaries working at the County Governments.
- Governance Standards and Guidelines.
- Governance Training Manuals.
- Governance Research, Trainings and Consultancies .
- ICPSK Sacco Society Limited.
- Benevolent Fund.
- Governance Journal.
- The Weekly Governance Voice (WGV) YouTube Channel.
- Governance and Ethics Mentorship and Internship Program (GEMIP).



- a. History of the CPS Profession.
- b. The State of CS Profession in Kenya .
- c. Governance Audit Manual.
- d. Governance Ethics Risk and Compliance (GERC) Course Training Manual.
- e. 3600 Board Development Training Manual.
- f. Management of Meetings Training Manual.
- g. Governance Journal (peer reviewed annual publication).
- h. The Governance Practitioner.
- i. Governance Standards (GS):
 - I. GS 001 - General Meetings
 - II. GS 002 - Meetings of the Board
 - III. GS 003 - Minutes
 - IV. GS 004 - Resolutions
 - V. GS 005 - Board Papers
 - VI. GS 006 - Registers and Records
 - VII. GS 007 - Filing Annual Returns
 - VIII. GS 008 - Common Seal
 - IX. GS 009 - Forfeiture of Shares
- j. Governance Guidelines (GG):
 - I. GG 001 - Professional Ethics and Conduct
 - II. GG 002 - Role of the Corporate Secretary
 - III. GG 003 - Governance Audit Guidelines
 - IV. GG 004 - Governance Audit Peer Review Mechanism
 - V. GG 005 - Virtual Meetings
 - VI. Guidelines on Conflict of Interest
 - VII. Guidelines on Board Induction and Development

These resources and others are available on the Institute's website. www.ics.ke

GOVERNANCE AUDITS

Every organization should be subjected to an annual governance audit by a competent and accredited governance auditor in order to check on the level of compliance with sound governance practices. Benefits include:

- Detect governance gaps and weaknesses.
- Facilitate corrective-measures.
- Give assurance to stakeholders.
- Enhance accountability and sustainability.
- Boost organization's reputation and brand value.
- Increase Investor and creditor confidence in the awarded organization.
- Enhance uniform practice and application of good governance.

The end product of the process is a Governance Audit Report with recommendations.

Governance Auditors are trained, accredited and regulated by ICS. A qualified governance auditor is one who possesses a governance auditor's accreditation certificate and a current (not more than one-year-old) letter of good standing from ICS.

CHAMPIONS OF GOVERNANCE (COG) AWARD

Governance assessment seeks to rate performance and recognize organizations and individuals that practice good governance, governance assessments by governance experts, benchmarking with industry's best as well as customized feedback reports with recommendations on areas of improvement with aim of promoting governance practices thus stimulating competition, innovation, efficiency and sustainability of Institutions. Participation in the COG award is

open to institutions from all sectors, whether Private, Public or Not for Profit Organizations. Winners are celebrated as Award winners during COG Gala Dinner.

Benchmarking thus stimulates

competition, innovation, efficiency and sustainability of institutions. The Award entails governance assessments, customized feedback reports, and celebration of Award winners during COG Gala Dinner.

Awards:

- Chairman of the year Award.
- COG Director of the Year Award.
- COG CEO of the year Award .
- Corporate Secretary of the year Award.
- Stewardship Award.
- Governance Researcher of the Year Award.
- Most improved Organization Award.
- Most Consistent Organization Award.
- Champion of Governance (sector specific) Awards.
- Overall Champion of Governance Awards.



CUSTOMIZED TRAININGS AND CONSULTANCIES

ICS is renowned as the premier provider of governance training and consultancy services in Kenya for public, private and not-for-profit organizations. Key focus areas include:

- Management of meetings.
- Communication and business writing.
- Board papers, minutes and resolutions.
- Records management.
- Ethics and integrity.
- Public procurement and disposal.
- Budgeting, resource mobilization and investment.
- Internal controls, accountability and risk governance.
- Transparency, disclosure and reporting.
- Disputes resolution.
- Public participation and stakeholders' engagement.
- Board induction.
- Board evaluation.
- Strategic planning.
- Development and review of governance structures, board manuals, board charters, work plans, codes of governance, codes of conduct, codes of ethics, etc.
- Governance research.
- Management and leadership.
- Compliance and administration.
- Performance management.
- Employee development.
- Team building activities.

MODULAR COURSES

Groups and institutions can benefit from quality flexible modular based courses with study packs containing case studies, exercises and reading materials. Participants can either take an entire course over an agreed period of time or select specific modules of their choice. Among the available courses include:

A. Governance, Ethics, Risk & Compliance (GERC)

GERC is broad-based and intended to provide a general understanding of corporate governance. The Course is divided into parts and modules as follows:

PART 1: TERMS AND KEY CONCEPTS

- Module 1: Understanding Concepts and Terms.
- Module 2: Global, Regional and Local Trends.

PART 2: LEGAL FRAMEWORK AND GOVERNANCE ENVIRONMENT

- Module 1: Legal Framework.
- Module 2: The Governance Environment.
- Module 3: Organs Mandated with Governance.
- Module 4: Codes, Guidelines and Reports.

PART 3: THE GOVERNING BODY

- Module 1: Governing Organ – The Board.
- Module 2: Board Evaluation & Performance.
- Module 3: Confidentiality and Disclosure.
- Module 4: Ethics and Culture.
- Module 5: Meetings and Etiquette.
- Module 6: Management of Meetings.

PART 4: GOVERNANCE IN PRACTICE

- Module 1: Strategy Governance.
- Module 2: Strategic Governance of Human Resource (HR).
- Module 3: Stakeholder Engagement.
- Module 4: Corporate Social Investment (CSI).
- Module 5: Technology and Emerging Governance Issues.
- Module 6: Financial Oversight.

PART 5: ETHICS

- Module 1: Ethical Leadership.
- Module 2: The Corruption Problem in Kenya.
- Module 3: Conflict of Interest.
- Module 4: Related Party Transactions.
- Module 5: Transparency and Disclosure.
- Module 6: Economic, Social and Governance Issues.

PART 6: RISK GOVERNANCE AND INTERNAL CONTROLS

- Module 1: Risk Governance.
- Module 2: Risk Management.
- Module 3: Risk Management Process.
- Module 4: Business-Continuity & Disaster Recovery Planning.
- Module 5: Internal Controls.

B. 360 Degrees Board Development Course

The course is designed for the entire life cycle of a Board and is structured in six parts divided into 27 modules and which are further subdivided into topics.

PART 1: BOARD ESTABLISHMENT

- Module 1: Needs assessment.
- Module 2: Attraction and search.
- Module 3: Selection and appointment.
- Module 4: Governance instruments.

PART 2: LEGAL FRAMEWORK AND GOVERNANCE ENVIRONMENT

- Module 1: Induction
- Module 2: Nature of the Organization
- Module 3: Compliance & Legal Framework.
- Module 4: Constitutive Documents.
- Module 5: Training.
- Module 6: Stakeholders.

PART 3: BOARD FUNCTIONS AND COMMITTEES

- Module 1: Directors Duties and Powers.
- Module 2: Composition of the Board.
- Module 3: Board Committees.

PART 4: PERFORMANCE MEASUREMENT

- Module 1: Defining Role of a Board.
- Module 2: Board's Actions.
- Module 3: Measurement Basis.

	<ul style="list-style-type: none"> • Module 4: Appraising Boardroom Responsibilities. • Module 5: Mechanism for Performance and Role Measurement. • Module 6: Role of The Board in Staff Performance Appraisal.
PART 5: OTHER SELECTED AREAS OF KNOWLEDGE	PART 6: OFF-BOARDING
<ul style="list-style-type: none"> • Module 1: Commitment and Time. • Module 2: The Role of the Board. • Module 3: Board Dynamics. 	<ul style="list-style-type: none"> • Module 1: Defining Off-boarding. • Module 2: Succession Planning. • Module 3: Managing Transition. • Module 4: Board Refreshment. • Module 5: Positioning Oneself for Appointment.

C. Meetings, Writing and Records Management Course

PART 1: MEETINGS: LAW, GOVERNANCE & PROCEDURES	PART 2: MEETINGS IN THE DIGITAL ERA
<ul style="list-style-type: none"> • Module 1: Decision Making & Governance. • Module 2: Law and Procedure of Meetings. • Module 3: Types of Meetings. • Module 4: Ethical Considerations in Meetings. 	<ul style="list-style-type: none"> • Module 5: Technology and Meetings. • Module 6: Pre-Meeting Planning. • Module 7: Meeting Co-ordination. • Module 8: Post- Meeting Co-ordination . • Module 9: Electronic and Digital Signatures. • Module 10: Etiquette and Risks.
PART 3: HIGHLY IMPACTFUL MEETINGS	PART 4: WINNING WITH WRITING
<ul style="list-style-type: none"> • Module 11: Boardroom Behaviours and Etiquette in Meetings. • Module 12: Emotional Intelligence & Meetings. • Module 13: Personalities, Diversity and Dynamics in Meetings. • Module 14: Forward Looking Agenda. • Module 15: Effective Chairing. • Module 16: Tracking Implementation. • Module 17: Difficult and Crisis Meeting. • Module 18: Disputes and Disagreements in Meetings. 	<ul style="list-style-type: none"> • Module 19: Writing Skills. • Module 20: Board Papers. • Module 22: Resolutions. • Module 23: Minute Writing.

PART 5: MANAGING RECORDS AND CONFIDENTIAL INFORMATION

- Module 24: Records Management Principles.
- Module 25: Retention Principles.
- Module 26: Records Security.
- Module 27: Managing Confidential Information.

TRAINERS AND CONSULTANTS

The Institute draws its trainers and consultants from its Secretariat, Council and Members with extensive experience in governance, research, leadership, management, corporate law and Corporate Secretarial Practice. Our members work in different sectors of the economy including public, private and non-governmental organizations. In addition, the Institute partners with other government agencies and private sector players in for effective implementation of its training and consultancy programs.

PARTNERSHIPS AND SPONSORSHIPS

Based on level of partnership or sponsorship for any of the scheduled events, partnering or sponsoring institutions will benefit from the following opportunities:

- Branding rights.
- Media exposure and publicity.
- Display of banners and other publicity materials at the event.
- Talk time allocation to market products during the event.
- Advertising space on the Institute's Online Magazine.
- Waiver in tuition/participation fees.
- Recognition on Institute website and social media platforms.

CALENDAR OF EVENTS

					TENTATIVE FEES (KSHS)	
DATE	EVENT	CPD	VENUE	M	NM	
May 12	The 7 P's for CoSec Services	12	Nairobi	15,000	30,000	
May 23-26	County Governments Governance Convention	18	Nakuru	60,000	80,000	
Jun 7	Building Endearing Sustainable CS Firms	6	Nairobi	10,000	20,000	
Jun 8-9	Workshop on Writing Board Papers and Minutes	12	Nairobi	15,000	30,000	
Jul 19-21	Retirement Benefits Sector Governance Workshop	18	Naivasha	40,000	60,000	
Jul 19-21	Water Services Sector Governance Workshop	18	Naivasha	40,000	60,000	
Jul 19-21	NGO/Humanitarian Sector Governance Workshop	18	Naivasha	40,000	60,000	
Jul 19-21	Faith Based Organizations Governance Workshop	18	Naivasha	40,000	60,000	
Jul 19-21	Institutional Investors and Listed Companies Governance Workshop	18	Naivasha	40,000	60,000	
Aug 16-18	26 th Annual International Conference	18	Mombasa	60,000	80,000	
Oct 19	Essential Skills for a CoSec as a Trusted Advisor	6	Nairobi	10,000	20,000	
Oct 25-27	Annual Board Development Workshop	18	Naivasha	60,000	80,000	
Nov 3	Corporate Secretaries' Workshop	6	Nairobi	10,000	20,000	
Nov 21-24	7 th International Governance Summit	18	Kampala	110,000	130,000	
Dec 6-8	1 st Men in Government Summit	18	Naivasha	50,000	50,000	
Dec 6-8	3 rd Women in Governance Conference	18	Naivasha	50,000	50,000	

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