



**THE KENYA OBSTETRICAL AND GYNAECOLOGICAL
SOCIETY**

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Introduction

Governance, as defined here, is “the exercise of authority, direction, and control of an organization to ensure its purpose is achieved. It refers to who oversees what; who sets the direction and the parameters within which the direction is to be pursued; who makes decisions about what; who sets performance indicators, monitors progress, and evaluates results; and who is accountable to whom for what.

Governance includes the structures, responsibilities, and processes that the Council of an organization uses to direct and manage its general operations. These structures, processes and organizational traditions determine how authority is exercised, how decisions are taken, how stakeholders have their say and how decision-makers are held to account.

Governance policies formalise: the roles and responsibilities of the Council, its officers, and committees; the manner in which the Council exercises its authority in the fulfilment of its responsibilities; the responsibilities and authority of its Chief Executive Officer; the relationship between the Council and its Chief Executive Officer; and the general principles that will guide its governance practices.

The governance policies contained in this document have been drawn from material gathered through the governance reviews of non-profit, public-sector organizations, the society constitution and research.

1.0 The Society Structure/Council Organization

The Kenya Obstetrical and Gynaecological Society of Kenya (which name shall be abbreviated as KOGS and hereinafter referred to as “the Society”) is established as a Society under Societies Act (cap 108) of the Laws of Kenya or whichever successor legislation may at the time apply.

The Council is established as KOGS governing authority in accordance with the Society’s Constitution and Council policies. If there is any obvious, or unresolved



apparent, conflict between these policies and the Society Constitution, the provisions of the Constitution shall take precedence.

The Council's focus shall be on mission, values, objectives, strategic planning, effective achievement of goals, and efficient utilization of resources. The Council is responsible for monitoring and auditing performance. It is not involved in the day-to-day operations, a function delegated to the Chief Executive Officer. Council committees will be used for monitoring and auditing the performance of the Council, CEO and Society.

The primary responsibilities of the Council will be on establishing general direction, policy making, defining concrete objectives and monitoring/auditing results. Any committees are or will be established to support the Council in fulfilling its responsibilities rather than to carry out or interfere with management functions.

There shall be a Chief Executive Officer who will be a non-voting member of the Council with full entitlement to notice, attendance and participation in all meetings and discussions. The CEO, as a full partner with the Council will carry substantial responsibility for advising the Council on direction and policy making, and hence substantial influence on the ultimate decisions of the Council.

The Council will use established Council Committees to lead planning, member recruitment, management, and development; and monitor and audit the Council, CEO, and organizational performance.

The Council will determine what other committees are appropriate in line with its mandate and other unique circumstances.

1.1 Council Structure & Responsibilities

The structure and mandate of the Council are defined by the Societies Act (cap 108) of the laws of Kenya under which the Society is incorporated, and these governance policies approved by resolution of the Council under the authority of the KOGS Constitution.



1.2 Council Structure

The Society's Constitution specifies the number and terms of office of Council Members and eligibility for office. The Members of the Council are those defined in the KOGS Constitution.

The Council committees are provided for in the Society Constitution with the Executive Committee as the main management committee. Ad hoc committees or working groups may, from time to time, be established by the Council to carry out certain tasks or make recommendations to the Council on specific issues. A Council resolution defining terms of reference for committee membership, terms of appointment, mandate and procedures is required for all committees.

Ad hoc committees should be automatically disbanded by Council motion when the task is completed or no longer relevant, or consequent to a sunset clause in the original motion establishing the committee. The Council President (voting) and Chief Executive Officer (non-voting) are/may be ex-officio members of all Council committees.

1.3 General Responsibilities of the Council as a Corporate Body

The Council, and within the framework of the Society Constitution, legislation and standards has the authority and responsibility for:

- Safeguarding the organizational mission and ensuring the stability of the organization. Establishing its direction and objectives.
- Ensuring that it has adequate information to monitor major areas of CEO and corporate performance.
- Ensuring the proper and prudent management of the Society
- Ensuring the achievement of the organization's mission.
- Securing input of key stakeholders to strategic direction.
- Accounting to its members and other key stakeholders for the performance of the Society; and,



- Ensuring systematic linkage with other organizations engaged in the pursuit of similar or related objectives, and with the community at large.

The Council, in discharging its responsibilities for the governance of the Society, oversees the management of the Society's finances. It ensures the proper and adequate discharge of this duty through its Treasurer, acting on behalf of and reporting to the Council.

1.4 Authority and Accountability

All Council members are obligated by the Societies Act (cap 108) and KOGS Constitution to act in the overall best interests of the Society. Individual Council Members have no authority to act or give direction individually other than in such manner as may be approved in these policies or by resolution of the Council. The Council may delegate authority to an individual member or CEO; however, the Council retains ultimate responsibility and accountability.

The Council will account to the Society's members, funders, and other key stakeholders through annual and periodic reports on the activities and finances of the Society, annual audited financial statements, minutes of Council meetings, receiving representations from and consulting with key stakeholders and generally operating in an open and transparent manner.

1.5 Essential Governance Tasks of the Council

The Council will carry out its duties directly or shall establish certain committees to assist in its work. However, the Council itself retains ultimate authority and accountability for the work of its committees and for overseeing and coordinating their efforts. These are more specifically:

- Define and/or safeguard the mission, the values framework and operating principles within which the Society should be administered, and to review and update these periodically to ensure that they remain current and responsive to stakeholder, community/consumer needs.



- Oversee development and approval of a longer-term organizational plan or strategic priorities and develop or approve annual budgets and operating plans.
- Solicit input from key stakeholders to the strategic priorities of the organization.
- Monitor performance of the Society overall in relation to achievement of its mission, strategic goals, and objectives.
- Seek or secure sufficient resources for the Society to adequately finance its operational and capital requirements.
- Account to members, financial investors, other key stakeholders, and the public for the services of the organization and expenditure of funds.
- Ensure prudent and proper management of the Society's resources.
- Anticipate, mitigate, and manage risks to the organization, its staff, Council, members, clients, and other key stakeholders.
- Establish the general values framework within which the organization's human resources will be managed and periodically monitor key human resource performance indicators.
- Approve and periodically review policies within which human resources will be managed.
- Approve a mandate within which pay and benefits agreements with staff are to be negotiated.
- Regularly review the Society's services to ensure that they are consistent with the purpose of the Society and that its programs are effective and relevant to community needs.
- Provide continuity/stability for the Society. Preserve the corporate memory.
- Provide opportunities for stakeholder (members) participation in key decisions related to the direction and operation of the organization.
- Represent the organization and its programs positively to key stakeholders and the community at large. Be a good ambassador.
- Serve as an advocate for services of good quality; and



- Ensure fair arbitration of complaints from internal (members) and external (suppliers, publics etc.) stakeholders about services or products through a formal complaint procedure.

1.6 Governance responsibilities of the Secretariat:

- Govern the Society through broad policies and planned objectives approved by the Council, formulated with the CEO and staff, and reviewed periodically.
- Select and support a Chief Executive Officer to whom the responsibility for administration of the Society is delegated.
- Regularly review and evaluate the performance of the CEO based on a specific job description and negotiated performance objectives.
- Provide advice and act as a resource Centre for the CEO or senior staff; and
- Maintain sufficient independence from management and adequate knowledge about the Society to ensure that the Council can make reasonably objective judgements about the reliability and validity of management reports on finances and general operations.

1.7 Due Diligence - Responsibilities of Individual Council Members

Individual Council members have no authority to act independently of the Council except insofar as the Society Constitution or the Council, by resolution, specifically mandates. This means, among other things, that an individual Council member cannot provide direction to the Chief Executive Officer or staff. The only legal authority to provide direction or require information is vested in the full Council. Each Council member is expected to become an active participant in a body that functions effectively as a whole. In addition to assisting in the fulfilment of the essential governance tasks of the Council, members are responsible to exercise due diligence, loyalty and care in the performance of their duties. Each Council member is responsible to exercise these duties as follows:



1.7.1 Duty of Due Diligence

- Be informed of the articles of incorporation under which the Society exists, and the organization's Constitution, mission, values, code of conduct, and policies as they pertain to the duties of a Council member.
- To be generally informed about the activities of the Society, the community issues that affect the Society, and general trends in the business in which the Society operates.
- Attend Council meetings regularly, serve on committees of the Council and contribute from personal, professional and life experience to the work of the Council.

1.7.2 Duty of Loyalty

- Act with honesty and in good faith in what the Council member reasonably believes to be the best interests of the Society.
- Maintain solidarity with fellow Council members in support of a decision that has been made in good faith, in a legally constituted meeting, by Council members in reasonably full possession of the facts.
- Exercise vigilance for and declare any apparent or real personal conflict of interest in accordance with the organization's Constitution and policies and statutory requirements.

1.7.3 Duty of Care

- Exercise the same degree of care, diligence, and skill that a reasonably prudent person would show in comparable circumstances. This may require a reasonable understanding of relevant legislation and jurisprudence.
- Offer personal perspectives and opinions on issues that are the subject of Council discussion and decision.
- Voice, clearly and explicitly, at the time a decision is being taken, any opposition to a decision being considered by the Council.
- Ask for a review of a decision, if the Council member has reasonable grounds to believe that the Council acted without full information or in a manner inconsistent with its fiduciary obligations.



- Work cooperatively with the staff of the Society on committees or task forces of the Council.
- Know and respect the distinction in the roles of the Council and staff consistent with the principles underlying approved governance policies.
- Organize and/or participate in fundraising events and campaigns.

1.8 Oath of Office and Confidentiality

Respect for confidentiality is the cornerstone of trust and confidence as well as a legislated obligation. Council members must at all times respect the confidentiality of all matters dealt with by the Council during meetings or in-camera meetings and matters related Council members and staff must be held in strictest confidence. Confidentiality means Council members may not relate such matters to anyone including immediate family members. The duty of confidentiality continues indefinitely after a Council member has left the Council.

Council members shall agree to an Oath of Office and Confidentiality agreement (Appendix A) upon joining the Council

2.0 Code of Ethics

Council members are expected to comply with the prescribed Code of Ethics that encourages the development of a spirit of collective decision-making, shared objectives and shared ownership of and respect for Council decisions. The Code of Conduct is a succinct statement of essential principles intended to govern the ethical conduct of the Council. This Code is specific to Council members and compliments the general Code of Conduct as published in the HR & Administration Policies and Procedures Manual.

2.1 Code of Ethics for Council Members

2.1.1 Goal

To establish a set of principles and practices of the KOGS Council of Directors that will set parameters and provide guidance and direction for Council ethical conduct and decision-making.



2.1.2 Code

Members of the Council of KOGS are committed to observing and promoting the highest standards of ethical conduct in the performance of their responsibilities on the Council of KOGS. Council members pledge to accept this code as a minimum guideline for ethical conduct and shall:

2.1.3 Accountability

- Faithfully abide by the Constitution, rules, and policies of KOGS.
- Exercise reasonable care, good faith, and due diligence in the conduct of KOGS affairs.
- Fully disclose, at the earliest opportunity, information that may result in a perceived or actual conflict of interest.
- Fully disclose, at the earliest opportunity, information of fact that would have significance in Council decision-making.
- Remain accountable for prudent fiscal management to society members, the Council and where applicable, to government, funding partners and the community in which the society operates.
- Professional Excellence
- Maintain a professional level of courtesy, respect, and objectivity in all KOGS activities.
- Strive to uphold those practices and assist other KOGS members of the Council in upholding the highest standards of conduct
- Personal Gain
- Exercise the powers invested for the good of all members of the society rather than for personal benefit, or individuals or society business partners.



3.0 Equal Opportunity

- Ensure the right of all society members to appropriate and effective services without discrimination on the basis of geography, political, religious, gender, disability or any other bias that may be deemed discriminatory.
- Ensure the right of all society members to appropriate and effective services without discrimination on the basis of the society staff make-up in respect to gender, sexual orientation, national origin, race, religion, age, political affiliation or disability, in accordance with all applicable legal and regulatory requirements.

4.0 Confidential Information

Respect the confidentiality of sensitive information known due to Council service.

5.0 Collaboration and Cooperation

Respect the diversity of opinions as expressed or acted upon by the society Council, committees, and membership, and formally register dissent as appropriate.

Promote collaboration, cooperation, and partnership among society members.

The KOGS Code of Ethics and Professional Conduct for the collective Society Membership will be the principal guiding document for the Disciplinary, Standards and Ethics Committee.

6.0 Conflict of Interest Policy

Conflict-of-Interest Policy is designed to foster public confidence in the integrity of KOGS and to protect KOGS's interest when it is contemplating entering a transaction or arrangement that might benefit the private interest of a Council member, employee, or other person with substantial influence over KOGS.

The comprehensive Conflict of Interest Policy document is referred.



7.0 Disposition of Complaints and Disputes involving Council members

- The Executive Committee, in a meeting duly called for the purpose, shall review any complaints that a Council member has violated any provision of the Society Constitution, Governance Policies, Code of Conduct or Ethics, Conflict of Interest Policy, or Oath of Office & Confidentiality Agreement.
- The Executive Committee shall similarly review disputes between members of the Council that interfere with the ability of the Council to carry on its business.
- Complaints of a grave nature may be referred to an independent arbiter.
- Allegations of illegal activity shall be immediately referred to police, or other appropriate authorities for investigation. Any Council member against whom such allegations are made shall be deemed to immediately be on a leave of absence from the Council pending completion of the investigation.
- The review of such complaints or disputes shall include an opportunity for the members concerned to represent their positions. Executive Committee members who originate or are the subject of such complaints or disputes must declare their conflict and absent themselves from such meetings.
- Every attempt should be made to resolve such matters expeditiously and fairly.
- The recommendations regarding resolution of such matters shall be brought to the Council for approval.
- The ruling of the Council shall be final. Should the member refuse to abide by the ruling the Council may table the matter pending determination of disciplinary action. Such action may include formal or informal censure by the Council President or the Council, suspension, or a request for the member's resignation.

8.0 Roles of the Executive Committee of the Council

Officials of the Council are in the service of the Council. Individual officials may not act in place of the Council except when acting together as an Executive Committee in



accordance with the Society Constitution. The Council may, by policy or general resolution, delegate certain responsibilities to its officials but retains ultimate responsibility and accountability for the responsibilities so delegated.

8.1 Council President

The President of the Society and in conformity to his/her Constitutional mandate, shall be the symbol of unity in the Society and shall be impartial in handling Society affairs. He/she shall: -

- Preside over all meetings of all organs of the Society at which he/she is present except meetings of sub-committees.
- Ensure full compliance with the provisions of this constitution, the rules, the General Standing Orders, members, and employees of the Society,
- The administrative authority of the Society is vested in the office of the President of the Society.
- The President of the Society shall sign statutory annual returns and to sign contracts or agreements binding the Society with third parties.
- Be a member of the main team of negotiators handling grievances and Collective bargaining negotiations on behalf of the Society at all levels.
- Ensure timely convening of the meetings of the major national organs of the Society.
- Perform such duties as by usage, tradition, custom that pertains to that office; and
- In case of a tie in a vote at any meeting, in addition to his/her vote, have a casting or deciding vote

In addition, The President will also:

- Encourage the Council to do long-range planning.
- Encourage all Council members to participate in Council activities.
- Provide periodic performance reviews of the CEO and receive copies of any performance reviews of staff.
- Ensure that all Council members' views are represented in Council meetings.



- Prepare a report on the state of the association on behalf of the Council for the annual report and presentation at the annual membership meeting.
- Prepare reports on behalf of the Council on association activities for distribution to the membership.
- Make special assignments and appoint Council Members to represent KOGS to other organizations (non- Council Member assignments are approved by the full Council).

8.2 The Secretary

As mandated by the Society Constitution shall:

- Issue notices of all national organs of the Society and ensure proper documentation of minutes of all such meetings and the safe custody of the minutes and other record of the Society.
- Prepare and submit statutory annual reports on the progress and operations of the Society to Annual General Meeting (AGM) or Special General Meeting (SGM) as necessary.
- Receives reports from the CEO of projects and progress of the society operations and advice and submit reports to the president in preparation of council meetings, the annual general meetings and special general meetings.
- The Secretary will oversee other records of the Council including any historical documents. When required, the Secretary will also sign notes and other official agreements on behalf of KOGS and at the direction of the Council will also:
 - Review requests for information from the Council and membership.
 - Ensure that all official documents are safely passed to the next secretary.
 - Research KOGS records when necessary for information to the Council.

8.3 The National Treasurer

As mandated by the Society Constitution, shall be the chief custodian of the funds of the Society, He/she shall:



- Be responsible and accountable to the members for the safety of the funds of Society.
- It shall be the responsibility of the National treasurer together with the Secretary and the President of the Society to ensure that funds are not expended on any activity not provided for in the National laws and rules governing the Society and the approved Society's financial budget.
- Prepare and submit to the members at the Annual General meeting or special General meeting, Annual reports on the financial position of the Society together with a statement of income and expenditure.
- Keep and maintain books of accounts of the Society and shall report to the Secretary of the Society and the Council on the state and safe use of Society funds and any loss or misuse of Society's funds by any Official, member or employee for their attention and the necessary action.

In addition, the Treasurer will:

- Oversee the financial records of KOGS, and ensure that the Council regularly receives good reports of the financial condition of KOGS.
- When required, the treasurer will also sign cheques and other financial documents on behalf of KOGS and the Council. The treasurer will also:
- Assist the Council to understand the annual budget before approval.
- Present a report on the state of the association finances for the annual general meeting
- Review financial transactions from the office.

8.4 Council Members

- One representative for each branch of the Society.
- Two representatives of the General Membership of the Society.
- Immediate Past President as ex-officio member.
- The Chief Executive Officer of the society.
- KOGS representatives in regional and international institutions as ex-officio



9.0 Role of Committees

To enhance its governance capability, the Council may appoint committees, sub-committees or Technical Working Groups and may prescribe their duties, powers, responsibilities, and procedures in the manner it deems fit.

9.1 Appointment to Committees

Appointments to or removal from the membership of the committees shall be approved by the Council

Each Committee shall consist of the stipulated members constituting a quorum

The following committees have been established and operational:

- Finance and Administration.
- Scientific research and Journal.
- Disciplinary, standards and ethics.
- Audit and Risk Committee.
- Planning and Business Development Committee.
- Adhoc Committees.

These Committees are generally tasked with policy and procedure oversight, compliance among other duties.

9.2 Composition

A member of the Council shall chair all standing or ad hoc committees except that a Past President, who need not be an incumbent Council member, may chair the Governance Committee. A person who is not a member of the Council may chair committees that are strictly advisory to the Council.

The composition of committees shall be representative of the Council and, where feasible and appropriate, of staff and members of the membership or the community at large. This is intended as an effective way to add expertise, involve more of the membership or community in the work of the Society and bring to the Society a reflection of membership or public opinion. The Council President (voting) of the



Society and CEO (non-voting) are ex-officio members of all standing committees and may be members of ad hoc committees or task forces as prescribed by resolution of the Council.

9.3 Function

A committee's function is to bring the experience, expertise, and judgment of a group of interested and informed persons to bear on a specific area of the Society's responsibility. Its job is to assist the Council by considering matters referred to it in greater depth than would be possible by the whole Council. Committees identify and isolate the key issues requiring Council consideration or society attention, propose alternative actions, present the implications, and make recommendations to the Council for decision.

The Council will not review the matter in the same detail as the committee but must be satisfied that all pertinent information was considered or refer the issue back to the committee for further study. The Council will consider the recommendations of the committee and adopt or amend these recommendations or make such other disposition, as it deems advisable.

9.4 Relationship to Staff

The Council and staff work cooperatively to carry out the objectives of the Society. The Council relies upon the ability, training, expertise, and experience of staff to plan for and provide services or programs within the Society's mandate. Committee and Council meetings are the generally recognized avenues for the Council and staff to think and plan together.

The attendance of the CEO, or designate, at all committee meetings as a resource and staff support is essential to the effective work of the committees. Committees may advise the Council or the CEO but do not exercise authority over staff and will ordinarily have no direct dealing with staff operations. Committee members must know and respect the distinction between Council and staff responsibilities.

Communications between the Council and staff, outside of committee meetings, shall be through the Chief Executive Officer. This includes:

- Any assignments or directives.



- Requests for organizational resources or staff time.
- Staff performance concerns or policy infractions.
- Concerns regarding any aspect of programs, services, or administration.

9.5 Meetings

Committee meetings are generally less formal than Council meetings but are subject to the same requirements for record keeping and may resort to more formal procedural rules if it appears necessary. They are typically held at the call of the committee chair/convenor or at times regularly scheduled by resolution of the committee or the Council.

9.6 Executive Committee

9.6.1 Purpose

This committee possesses specific powers under the Society's Constitution to make decisions between Council meetings if necessitated by unusual circumstances. Such decisions are subject to ratification by the Council at its next meeting. The Executive Committee also has responsibility for the annual performance evaluation of the Chief Executive Officer and for making recommendations to the Council with respect to his/her performance, continuing tenure and compensation.

9.6.2 Specific Terms of Reference

- Conduct such transactions and business of an emergency nature, subject to the approval of the Council, as may be necessary for the effective continued operation of the Society between regular Council meetings, reporting such matters to the full Council at the next available opportunity.
- Be informed and aware of the significant events in the general management of the Society, so as to be able to provide such advice and direction to the CEO as may be necessary in the periods between Council meetings.
- Develop and recommend an annual work plan for the Council.



- Negotiate with the CEO annual performance objectives that are SMART (Specific, Measurable, Achievable, Relevant to the organizational mission and Time bound) and recommend these for Council approval.
- Complete an annual performance appraisal of the CEO, seeking input from Council members and such others as approved by the Council, and report to the Council and CEO, such comments, and recommendations with respect to performance and compensation as deemed appropriate.
- Make recommendations to the Governance Committee as necessary with respect to the structure and functioning of the Council.
- Lead the development of annual business plans and longer-term corporate plans.
- Review and make recommendations to the Council with respect to complaints against Council members or any other extraordinary matters such as conflicts of interest or ethical conduct referred for its attention by Council committees, staff, members, suppliers, funders or members of the public.
- Identify, at least annually, the career intentions of the CEO to ensure appropriate succession and contingency planning for the position.
- The Council may from time to time assign such other duties, as it deems advisable.

9.6.3 Composition

The Executive Committee shall include:

- The Council President
- The Secretary
- The National Treasurer

9.7 Governance Committee

9.7.1 Purpose

The Governance Committee shall be responsible for recruitment, nomination, and orientation of Council members; evaluation of Council members and the Council



itself; succession planning for the Council and its Committees; regular review and recommendations with respect to the Society Constitution and the governance policies; auditing compliance with the Society Constitution and governance policies; and such other duties as the Council may from time to time assign by resolution.

9.7.2 Specific Duties

The Governance Committee shall:

- Review the Society Constitution annually to ensure that it is current and consistent with governance policies and practices.
- Develop and recommend governance policies as necessary.
- Review the structures and policies that govern the Council and its committees to ensure their currency and effectiveness in achieving annual and long-term objectives of the Society and make recommendations to the Council regarding advised changes to these.
- Conduct an annual compliance audit on selected governance policies to ensure that at least one- third of these are reviewed annually.
- Consult with Council members with respect to an annual work plan for the committee.
- Supervise the conduct of an annual appraisal of the Council's performance measured against the Council's work plan (as developed by the Executive Committee), evaluate the performance and attendance of individual members and recommend any appropriate action to the Council.
- Annually identify intentions of current Council members with respect to their continuing service on the Council to ensure timely succession planning for the Council and committees.
- Identify the characteristics, qualifications and recruitment strategies required to fill immediate and prospective vacancies on the Council and its committees.
- Identify potential candidates for election to the Council, in keeping with the criteria set by the Council and maintain an ongoing roster of potential Council and committee members.



- Interview, check references and recommend candidates to the current Council of Council members or membership at its Annual General Meeting as may be required in the By-law.
- Prior to the Annual General Meeting and in consultation with Council members, prepare a slate of officers and committees for presentation, as appropriate, to the Council (or membership at the Annual General Meeting) and ensure the appropriate conduct of elections or acclamations.
- Arrange for orientation to the Society of new members of the Council, including presentations by the Chair and the Chief Executive Officer.
- Identify and plan for the continuing education needs of current Council members.

9.7.3 Composition

The Governance Committee shall include not less than three of the following:

- President, Immediate Past President of the Council (or other Council member)
- Current Deputy President or Treasurer
- Two Council members who are not Officers
- CEO (non-voting)

The CEO will attend all meetings of the Committee except for portions declared by the Chair/Convenor to require in-camera deliberations and will provide staff support to this Committee.

9.8 Audit and Risk Management Committee

9.8.1 Purpose

The purpose of the Risk Management Committee is to ensure the development and implementation of a comprehensive Risk Management Program including risk identification and treatment. It is responsible for reviewing risk management systems to ensure their integrity and for monitoring reports and making recommendations to the Council with respect to these matters. It is responsible for



ensuring the development of appropriate standards, authorities and practices in these areas and for ensuring the audit of management compliance with these.

9.8.2 Specific Duties

Develop an annual work plan for the committee.

Ensure that the Council has adequate information to assess the financial performance of the Society and the integrity of its internal reporting and control system

- Recommend to the Council realistic benchmarks for measuring the efficient use of the Society's financial resources.
- Ensure that financial administration policies, accounting systems, internal financial standards, management authorities, controls and practices are established and maintained; are adequate to ensure compliance with legal and regulatory requirements; and, that these systems are operating effectively.
- Ensure an annual financial audit is conducted; review its results; ensure that the financial statements are fairly presented in all material respects in accordance with generally accepted accounting principles; receive and duly consider recommendations in an auditor's management letter; and make recommendations to the Council with respect to its findings.
- Annually review the terms of reference for and performance of the external auditors and make recommendations in accordance with the By-law for appointment of the auditors who report to the members of the corporation through the Council.
- Meet with the auditors, independent of management, at least annually.
- Ensure appropriate guidelines for monitoring and approval of Council and management expense claims and the proper audit of these.

9.8.3 Composition

- Chair: Treasurer
- Two Council members who are not members of the Executive Committee
- CEO (non-voting)
- One member from general membership



9.9 Finance & Administration Committee

9.9.1 Purpose

The purpose of the Finance and Administration Committee is to oversee the preparation of the annual budget and financial statements including the administration, collection, and disbursement of the financial resources of the organization. It shall also advise the Council with respect to making significant financial and investments decisions. It is further responsible for Human Resources and general administration

9.9.2 Specific Duties

- Develop an annual work plan for this committee.
- Recommend to the Council realistic benchmarks for measuring the efficient use of the Society's financial resources.
- Ensure that financial administration policies, accounting systems, internal financial standards, management authorities, controls and practices are established and maintained; are adequate to ensure compliance with legal and regulatory requirements; and, that these systems are operating effectively.
- Review and advise the Council on the annual budget, operating plan and capital expenditures proposed by management and make recommendations to the Council in this regard.
- Periodically review financial statements (actual revenues and expenditures) against budget, assess trends and recommend to the Council any adjustments deemed necessary for exceptional expenditures.
- Review and make recommendations to the Council of Council members with respect to borrowings, credit lines, investments and loans.
- Ensure an annual financial audit is conducted; review its results; ensure that the financial statements are fairly presented in all material respects in accordance with generally accepted accounting principles; receive and duly consider recommendations in an auditor's management letter; and, make recommendations to the Council with respect to its findings.



- Annually review the terms and adequacy of insurance and benefits (including pensions) coverage, legal and investment services.
- Annually review the terms of short and long-term debt (mortgages, leases, loans) to assess liabilities and potential risks.
- Ensure appropriate guidelines for monitoring and approval of Council and management expense claims and the proper audit of these.

9.9.3 Human Resources

- Ensure the development of comprehensive Human Resources policies related to management of staff and volunteer resources. Review these with management at least once every three years to ensure they are current with the needs of the organization, relevant statutes and reporting requirements (e.g. tax withholding, employment standards, worker health and safety, human rights, etc.).
- Ensure that management has developed performance appraisal of staff and fair grievance procedures.
- Ensure that management has developed appropriate systems for staff succession planning.
- Monitor overall performance of Human Resources (including staff, agents and volunteers) on factors such as worker's compensation claims; absenteeism; grievances; workplace health and safety; and, staff development, recruitment and retention.
- Advise and support management on labour/management relationships.
- Ensure an annual audit to assess compliance with approved Human Resource policies and legal requirements.
- Advise the Council with respect to guidelines/directives to management for staff compensation and monitor compliance with such guidelines and directives.

The Council may from time to time assign such other duties or tasks, as it deems advisable.



9.9.4 Composition

- Chair/Convenor: Treasurer
- Three Council members who are not members of the Executive Committee
- CEO
- One member from the general membership
- Council member of Human Resources (non-voting)

9.10 Planning and Business Development Committee

9.10.1 Purpose

The purpose of the Planning and Business Development Committee is to support the Council in setting the vision for and managing the overall fundraising strategy. It is NOT responsible for raising the money but helps the Council ensure that the money is raised. Other responsibilities include:

- The Committee sets the vision for and manages the Society's overall fundraising strategy.
- Helps the Council define both long-term and short-term funding needs to accomplish the Society's mission.
- Support the Council in the development of the strategic Plan the Council Fund Development and annual fund development plans, with goals, objectives, strategies, tactics, and action plans.

9.10.2 Specific Duties

- Work with the Council, Finance Committee and Executive Director to define the short-term and long-term funding needs of the Conservancy.
- With input from all Committees and Council members, recommend to the Council annual revenue goals, fundraising action plans and annual organizational calendars that integrate the fund development plan with other Society activities.
- Regularly review the fundraising plan to ensure progress toward annual and long-range funding goals.



- Set priorities for fundraising efforts; evaluate plans and strategies; and present outcomes to Council, as appropriate.
- Work with the CEO and Council to identify and solicit funds from external sources of support including, but not limited to: local grants, foundations, corporations, community organizations, and individuals.
- Encourage participation by the full Council in fundraising efforts.
- Identify and recruit community leaders to serve with Council members on the Committee.
- Engage in advocacy and networking for the Society, as appropriate.

9.10.3 Composition

- Chair- President
- Hon Secretary
- Treasurer
- CEO and
- 2 council members

9.11 Quality Assurance Committee

9.11.1 Purpose

The purpose of this committee is to audit and evaluate the effectiveness of the organization in meeting approved program and service objectives and to ensure that program and service delivery is generally provided in a manner consistent with recognized standards for good practice.

9.11.2 Specific Duties

- Develop an annual work plan for this committee.
- Review and make recommendations to the Council with respect to annual objectives for current and new programs and services.
- Establish, with management, criteria or benchmarks for monitoring progress in achieving these objectives.



- Review the adequacy of internal procedures and controls for monitoring progress on objectives and compliance with standards.
- Review and make recommendations on the criteria, benchmarks and evaluation strategies established for current and new programs and services and the processes for monitoring these.
- Review the results of external compliance audits on programs and service practices (including accreditation reports where an agency seeks accreditation) and make such recommendations as deemed necessary to management and the Council in this regard.
- Review client, customer, or consumer complaints to ensure that approved procedures and standards have been followed and make such recommendations to the Council, with respect to these matters, as deemed necessary.
- Perform such other duties as may be assigned by the Council.

9.11.3 Composition

Voting Members

- Chair: Honorary Secretary (or other senior Council member)
- Two other Council members
- President (ex-officio)
- Two (or more) general membership representatives with related expertise

Non-voting Members

- CEO (ex-officio) or designate
- Representation from other management and professional staff

* At least one of the Council members should have expertise in some aspect of the Society's programs, related programs or professional disciplines.



9.12 Disciplinary, Standards and Ethics Committee

9.12.1 Purpose

The Disciplinary, Standards and Ethics Committee is responsible for promoting highest standards of professional conduct in the Obstetrics and Gynaecology practice. It is also responsible for enforcing the Society's Professional Code of Ethics.

9.12.2 Specific Duties

The Ethics Committee shall have the power to:

- Receive, initiate, and investigate complaints of unethical conduct of members (to include Interns), associate members and affiliates.
- Report on types of cases investigated with specific description of difficult or recalcitrant cases.
- Dismiss or recommend action on ethical cases investigated.
- Resolve cases by agreement where appropriate.
- Formulate rules or principles of ethics for adoption by the Society.
- Formulate rules and procedures governing the conduct of the ethics or disciplinary process for approval by the Council; and interpret, apply and otherwise administer those rules and procedures.

9.12.3 Composition

- 2 Council member - 1 may chair
- CEO
- Treasurer and Hon Secretary

9.13 Scientific, Research and Journal Committee

9.13.1 Purpose

The purpose of this committee is to advise the Council on medical and/or scientific and/or professional matters pertaining to the mandate of the Society.



9.13.2 Specific Duties

- Provide advice to the Council concerning all the aspects of the committee mandate.
- Advise the Council on questions related to research, standards, best practices and emerging issues within the areas of the individual and collective expertise of committee members.
- Liaise, on behalf of the Society, with related professional bodies and private agencies in addressing issues of importance to the established mandate of the Society and this committee.

Suggested Composition:

- Chair/Convenor: Appointed by the Council in consultation with the relevant medical, scientific and/or professional communities.
- Members: Additional members from the relevant community of interest and at least one Council member if the appointed committee chair/convenor is not a Council member.

Selection Criteria-Representation on the committee should be reasonably representative of the community or communities of interest (skill and expertise).

Term of Office-Determined by the Council

10.0 Style of Governance

The Council represents the "ownership" or membership of the Society. It is the legally constituted authority responsible directly to the funders and the community for prudent oversight of the Society's operations. It is responsible for the articulation (and/or safeguarding) of the Society mission and defining the outputs and outcomes it seeks. The Council is responsible for long-term planning and direction. It defines the organizational culture, values, operating principles, and parameters within which it expects the Chief Executive Officer to manage the Society's operations.



The Council will focus on strategic leadership rather than administrative detail, important policy rather than operational matters. It will establish and respect distinctions between Council and staff roles and manage any overlap between these respective roles in a spirit of collegiality and partnership that supports the authority of staff and maintains proper lines of accountability.

In this spirit the Council will:

- Direct, control, and inspire the Society through careful deliberation and establishment of strategic direction and general policies.
- Monitor and regularly discuss the Council's own processes, progress and performance.
- Provide its members with the knowledge necessary to fulfil their responsibilities for the good governance of the Society.
- Be accountable to the general public for competent, conscientious, and effective accomplishment of its obligations as a body.
- Ensure that all business of the Society is conducted in a transparent, legal and ethical manner.
- Council members will at all times conduct their business in accordance with the principles of fair play and due legal process.
- Enforce upon itself and its members the behaviour that is needed to govern with excellence.

This will apply to matters such as attendance, policy-making principles, respect of roles, maintaining a unified front as a Council, and monitoring and correcting any tendency of Council members to stray from the principles of governance adopted in these policies. It will allow no official, individual, or Council member to either usurp this role or weaken this discipline.

10.1 Council Responsibilities

Primary Council responsibilities will generally fall within eight general areas:

Planning; Financial Stewardship; Human Resources Stewardship; Performance Monitoring and Accountability; Risk Management; Community Representation and Advocacy; Management of Critical Transitional Phases; and, Complaints Review.



Expectations for a Council member also play a critical role in fulfilling Council responsibilities.

10.2 Planning

One of the most important responsibilities of a Council is to provide general guidance and direction for an organization. A comprehensive framework for planning, setting priorities, management and budgeting is essential to effective and responsible organizational stewardship. Good planning results in better communication and a better understanding of how various parts of an organization work together to produce desired results.

10.3 Strategic Plan

The Council, with the assistance of staff, and in consultation with key stakeholders, shall establish the Society's overall direction through the development and approval of a Strategic Plan. This plan provides a tentative blueprint for the Society's general direction and activities for the next five to five years based on a scan of internal and external factors that may bear on the resources and direction of the Society. It identifies the "key areas" in which the Council wants to focus the activities of the Society and general goals for each of these areas.

10.4 Annual Operating Plan

The Society's management will develop annual operating plans and budgets based on the general blueprint contained in the Strategic Plan. These become the focus of work throughout the Society over the next twelve-month period. They will contain estimates of service demand for the year as well as objectives for improvement in key areas of corporate activity. The Society's annual operating plan will be the basis of its yearly budget containing revenues and expenditure forecasts related to planned programs and/or volumes of service. This plan will contain more specific objectives than contained in the Strategic Plan; expected results for each objective; the time during which those results will be sought; and criteria for measuring the achievement of those results. The annual operating plan, together with service statistics and



budget forecasts shall be presented to the Council for review, amendment, and approval.

10.5 Planning Cycle

The development and approval of the Strategic Plan takes place in a five-year cycle with progress monitored and assessed regularly against targets set in the annual Operating Plan and Budget. Performance against interim targets shall be monitored each quarter of the fiscal year. The third-quarter review will begin a thorough analysis of performance and produce projections of the expected year-end results. Preliminary planning for the coming year's operating goals will take place at the end of the third quarter and be completed late in the fourth quarter with refinements based on actual prior year results concluding in the first quarter of the next year. Service, program targets and forecasts of financial resources and constraints will enter into the final preparation of the coming year's budget.

10.6 Financial Stewardship

The Council shall review and approve the annual operating and capital budgets; secure adequate financial resources; ensure development of financial management and inventory control systems adequate to properly record financial transactions and control of assets; monitor efficient use of resources; and ensure the establishment of proper financial controls and policies.

10.7 Human Resources Stewardship

The Council is responsible for ensuring the establishment of personnel policies to govern the management of staff, project and volunteer resources; recruiting, supporting and evaluating the Chief Executive Officer; providing guidelines for staff compensation; succession planning to ensure smooth transition in both Council and senior staff positions; and monitoring compliance with legislative and regulatory requirements.



10.8 Performance Monitoring and Accountability

The Council is responsible for ensuring that adequate systems are in place for monitoring organizational performance; monitoring the general performance of the organization against legislative and regulatory requirements and approved objectives of the organization; and reporting to members, funders, and other key stakeholders.

10.9 Risk Management

The Council shall ensure that the Society Constitution is current; that governance practices are consistent with the Constitution and the laws under which it is incorporated; adequate insurance provisions are in place to protect the Society and Council from potential liabilities; resources are sufficient to minimize risk to employees, project teams, volunteers and beneficiaries of services; compliance with statutory and regulatory requirements; that policies are respected in actual practice; and, adequate contingency plans are in place to protect against reasonably anticipated crises.

10.10 Community Representation and Advocacy

The function of public relations is to assist the Society in achieving its goals and objectives, through the development and execution of programs designed to develop public understanding and support. The Council will strive to responsibly represent the Society positively to the community; to fairly represent member and community perspectives to the Society; to ensure member and community input to its planning; and, to advocate for adequate resources to fulfil the Society mandate.

Authority to speak on behalf of the Society shall rest with the Council President and/or CEO. This authority may be delegated by either of them to others in the Society within their special fields of competence or knowledge.

In general, the Council President will represent the Society on matters of Council policy and the CEO will represent the Society on operational issues. Either may represent the Society on issues related to advocacy on behalf of the mandate of the



Corporation. Any major statements of an advocacy nature must be consistent with the general parameters of Council-approved policies or positions.

This is not intended to inhibit private expression of personal or professional opinions, but care should be taken by individual Council members to distinguish such opinions from positions of the Society. They are also expected to avoid public statements that might undercut or obscure the messages conveyed by the Society's approved spokespersons. Council members, who hold elected public office concurrent with their membership on the Council of this Society, are expected to be particularly judicious about this since their public profile may deflect attention away from messages conveyed by the official spokespersons and generate confusion or controversy.

10.11 Management of Critical Transitional Phases

The Council will be responsible for managing, or ensuring the proper management of, critical transitional phases and events. These include turnover in key positions in the Council and senior management; rapid growth or decline in resources; and issues of significant internal or public conflict or controversy.

10.12 Complaints Review

Council members do not generally have direct contact with clients/members. Where a client, partner, service provider makes direct contact with a Council member for assistance in the resolution of specific issues, the Council member should refer the client to the CEO. A Council member may not interfere in the handling of a specific case by approaching individual staff members. Concerns about the management of a case should be conveyed to the CEO. CEO may inform the concerned Council member about the action taken in the case or authorize a manager to communicate the information directly to the Council member.

Staff shall initially respond to client/member complaints about the nature or quality of services provided by the Society. The client/member shall be provided with an opportunity to appeal their decisions to the CEO. The client/member shall also be



provided with an opportunity to appeal a decision of the CEO. The Council, in reviewing such appeals, shall establish a tribunal from among its members or an independent arbitrator to hear the client/member and review the matter. Members of the tribunal shall adhere to the Oath of Confidentiality. They may not overturn staff decisions but may make recommendations to the CEO on the matter and may recommend policy amendments to the Council.

10.13 Expectations for Council members

In performing duties as a member of the KOGS Council, every Council member is expected to:

- Demonstrate a strong belief and commitment to KOGS's mission.
- Devote the necessary time to prepare for and participate in Council and committee meetings.
- Exhibit high ethical standards and integrity in all Council actions.
- Be an enthusiastic advocate for KOGS.
- Take responsibility and accountability for KOGS and all decisions made by the Council.
- Spend the time necessary to learn how to do the job and maintain an ongoing schedule of in-service to learn how to do the job better.
- Demonstrate willingness to work as a team member with other Council members, CEO, and staff.

10.14 Advocate for KOGS

Council members are potentially the most powerful advocates for KOGS programs and services and are expected to take an active role in promoting KOGS in public and within the Society.

10.15 Measuring community/member needs and concerns

The KOGS Council recognizes the importance of getting feedback from those we serve. Therefore, the Council will regularly survey and solicit feedback from the membership about association programs and services. Feedback should be gained



through a variety of methods which may include written surveys, open forums, and other Society communications avenues.

10.16 Communication with members

The Council serves the members of the Society and is responsible for communicating its actions and policies to the membership. The Council will regularly report to the membership about its actions through Society communications avenues as well as in the annual report posted to the membership.

10.17 Committee Membership

Provide a clear and direct line of communication between Committees, the Council and CEO,

Responsibilities include:

- Inform committee chairs/convenors as necessary about Society policy and procedure
- Attend related committee meetings as required
- Participate in committee conference calls when appropriate
- Bring significant committee issues to the attention of the Council
- Bring relevant association issues to the attention of the committee chairs/convenors
- Encourage committee volunteerism
- Assist committee chairs/convenors as necessary
- Oversight of funded projects, including review of proposals and reports.

11.0 Executive Authority

The Council contracts with the Chief Executive Officer (CEO) for the management and administration of the Society. CEO is responsible, within parameters established by the Council, for determining the methods or 'means by which the Council's directions and policies will be executed and the desired outcomes achieved.



The Chief Executive Officer (CEO) is employed by the Council and is therefore responsible to the Council as a whole rather than to individual members of the Council. S/He is required to implement policies as determined by the Council, consistent with the requirements of any relevant legislation or regulations. In the exercise of these responsibilities, the CEO is:

- Authorized to expend funds within the limits of the annual budget and operating plan approved by the Council.
- Responsible for bringing to the attention of the Council, the need for special and exceptional expenditures not included in the budget.
- Required to report to the Council if it is not possible to operate within the limits of the budget approved by it.
- Expected to provide advice to the Council on policy and program/service issues which affect the programs offered or services provided by the Society;
- Required to provide the Council with the information it requires to govern effectively, make informed decisions and monitor the overall performance of the Corporation in achievement of approved goals.
- Responsible for employing all staff members within the classifications and salary ranges approved by the Council. Council members should bear in mind that the staff are responsible to the CEO or to a person designated by him or her, not to the Council as a whole or to any individual official or Council member. In the supervision, direction and deployment of staff, the CEO is governed by the documented Human Resources practices and procedures approved by the Council.
- Specific responsibilities are described in the policies related to responsibilities of the Council, the roles of the Council President, of other Officials and individual members, and in the job description of the CEO.

11.1 Delegation to the Chief Executive Officer

The Council's job is generally confined to establishing broad policies for achievement of corporate objectives. It delegates responsibility for execution of those policies to the CEO. All Council authority delegated to staff is delegated through the CEO, so



that the authority and accountability of staff derives from the authority and accountability of the CEO.

The Council as a group, rather than individual Council members, officials or committees is responsible for providing direction to the Chief Executive Officer (CEO) within the context of Council policies.

11.2 Appointment of the Chief Executive Officer (CEO)

Recruitment, selection, and appointment of the Chief Executive Officer (CEO) are, along with performance monitoring, among the most important responsibilities of the Council. Appointment of a CEO should, ideally, be made with the full confidence of the full Council or at least by strong consensus.

In the event that the CEO's performance is deficient to the extent that there is a critical loss of confidence in the incumbent, the Council, as a whole, is responsible for ensuring, as amicably as possible, a termination of the relationship. Dismissal of CEO shall require fifty-one percent (51%) of the full Council (all Council member positions normally filled, regardless that some of these positions may be vacant) voting in favour of dismissal at a meeting duly called to consider such action.

11.3 Chief Executive Officer (CEO) Performance Evaluation

11.3.1 General

The Chief Executive Officer (CEO) is the sole official link between the Council and the Society that it governs. The responsibilities of the Chief Executive Officer (CEO) lie in the exercise of delegated authority and compliance within parameters established by Council policy and directives.

Consequently, the Chief Executive Officer's (CEO's) job contributions can be expressed as performance with respect to six components:

1. Chief Executive Officer's (CEO's) Job Description



2. Annual performance objectives negotiated with the Council through its Executive Committee.
3. Organizational achievement of operating plan and corporate objectives.
4. Organizational operation within the boundaries established in Council policies.
5. Quality of relationship with senior staff.
6. Quality of relationship with major stakeholders.

The essence of the performance evaluation shall be results-focused rather than subjective or personality oriented. The annual evaluation will provide an over-all assessment of performance relative to this policy statement and its employment contract with the Chief Executive Officer (CEO).

11.3.2 Procedure

The Chief Executive Officer (CEO) will, at the beginning of each fiscal year, draft objectives for that year and discuss these with the Executive Committee, prior to presenting them to the Council for approval.

The Chief Executive Officer (CEO) shall, at the end of the fiscal year:

- Complete a written self- evaluation of progress on meeting objectives so approved by the Council.
- Complete a report on overall corporate performance for the preceding year.
- Solicit feedback on his/her performance from those staff reporting directly to the Chief Executive Officer (CEO) and synthesize the highlights of this feedback in a report. These reports will be provided to the Executive Committee and the direct reporting staff.

The essential elements of this material, along with Council members' observations of the Chief Executive Officer (CEO)'s interactions with key stakeholders throughout the year shall form the basis of the evaluation.



The Council President will obtain input from the members of the Executive Committee, committee chairs/convenors and other Council members and prepare a written evaluation of the Chief Executive Officer's (CEO's) performance. The Council President will provide a summary of the performance review to the Council at its last meeting in the fiscal year or immediately thereafter. The Council will meet in-camera without the Chief Executive Officer (CEO) for the specific purpose of reviewing the performance evaluation.

The Council President will bring the results of this performance appraisal including specific areas of outstanding performance and any deficiencies in the performance of the Chief Executive Officer (CEO) to his/her attention in writing. The Chair shall meet with the Chief Executive Officer (CEO) alone or, at the request of either, along with the Executive Committee or full Council, to discuss the evaluation. The Chief Executive Officer (CEO) shall be provided with a reasonable opportunity to redress any deficiencies in performance.

The Council President shall provide the Chief Executive Officer (CEO) with more informal feedback on his/her performance on a regular basis as issues may arise and at least once midway between formal appraisals.

11.3.3 CEO Succession and Senior Management Appointments

The CEO, to maintain proper lines of authority and accountability, has full authority, together with the input of 3 council members, to recruit, evaluate and dismiss all staff, including the most senior managers. However, the Council may have a particular interest in the appointment of some senior staff given the importance of the positions and the considerable interaction that may be necessary between the incumbents of these positions and the Council.

The CEO will, prior to an appointment to such positions designated by the Council to be of special interest, review the job criteria established for the position, the recruitment process, a synopsis candidates considered, and a resume of the candidate to be appointed. Council members may offer comments but the decision to



appoint (or not) a particular candidate will be at the sole discretion of the CEO. Similarly, decisions with respect to compensation, discipline and termination of employment for incumbents in these positions shall be the sole purview of the CEO.

12.0 Council Development

12.1 Recruitment and Screening of New Council Members

The Governance Committee will, as Council member vacancies occur or are anticipated, review the needs of the Council for specific expertise, resources, skills or diversity necessary to bring strength, balance, credibility, and perceived legitimacy to the Council. The Governance Committee shall identify, check references, interview and recruit suitably qualified individuals willing to consider being nominated for such positions and recommend their appointment to the Council or members of the Corporation in a manner consistent with the Society Constitution and these policies. The Governance Committee will maintain a file of all interested candidates who have been so reviewed.

12.2 Onboarding and Orientation of New Members

New Council members shall receive a thorough orientation to their position within a reasonable period of becoming a member of the Council. Each new member shall also be assigned a more experienced member as a “buddy” or mentor to help integrate the new member and answer any questions he or she may have about Council procedures. Orientation includes but is not limited to:

- The history, mission and purpose of the organization
- Constitution and governance policies
- An organizational chart
- An overview of funding sources
- An overview of key organizational and policy issues, and copies of approved policies
- Role, structure and functions of the Council, committees, and key staff
- Council member Code of Conduct, Oath of Office, Confidentiality and Conflict of Interest policies



- Procedural guidelines and rules for Council meetings
- Calendar of meetings and events
- Procedures for Council member expenses
- A tour of facilities and introduction to key staff

13.0 Council Management

13.1 Meetings

Meetings of the Council will, unless otherwise determined by the Council, be held at least four (4) times a year at the Society's headquarters or virtually. Except when dealing with confidential matters 'in- camera', all meetings of the Council will be open to the public (open to all Council voting, non-voting and ex-official members) Voting will be by simple majority of those members present. A quorum of a quarter of the Council members must present for a vote to be taken.

Discussion at meetings of the Council will be confined to those issues that clearly fall within the Council's authority according to its policies. Council deliberations at meetings will be timely, fair, orderly, thorough, and efficient.

13.2 Council Member Attendance

Carrying out the work of the Council effectively requires a commitment to attend all Council meetings as required. Council members who are absent, without excuse, from four (4) consecutive meetings are automatically considered to have resigned their position. The member will be given an opportunity to put a defence. The Council shall then make a decision by motion regarding the removal. This will apply to all other removal causes as provided for in Article 8A of the Society Constitution.

13.3 Council Work Plan/ Objectives

The Council will develop a plan and objectives for its own work in support of the Society's goals as articulated in the approved Strategic Plan and the annual operating or business plan.



13.4 Council Self-Evaluation

The Council shall periodically review its own progress on work plan objectives and its effectiveness. It shall conduct a formal assessment of its own performance annually at the same time that it reviews the performance of the Chief Executive Officer and shall take any steps for improvement in its governance practices suggested by such review.

13.5 Conflict Resolution

Council members bring diverse views on issues to Council debates and decision-making. Constructive disagreements between Council members are encouraged in a well-functioning Council. They can generally be managed by following proper rules of procedure and encouragement of good listening skills. However, in the heat of Council debate, disagreements sometimes degenerate into serious conflict on issues or between personalities.

The Council President is responsible for managing such conflicts. A neutral Council member or third party should be selected if the Council President is a party to the conflict. It is important to identify early on whether the conflict is based on the immediate issue at hand or has deeper roots based on differences in personal values and history, personalities, personal or political agendas, gender or culture.

13.6 Managing Issues-Based Conflict

The following techniques are adopted to assist in managing issue-based conflicts:

- Acknowledge the value and importance of divergent views in informing decision-making.
- Practice and encourage good listening skills, understanding and respect. Clarify the ground rules for effective communication: confidentiality of discussions, allowing others to have their say, listening to understand, group ownership of problems and solutions, focus on issues rather than personalities or personal attacks.
- 3. Assist the parties in defining the issue. State what you understand to be the substance of the issue and seek agreement between them on a clear definition of the issue. Name the problem!



- Seek agreement on the objectives, outcomes or decisions sought by placing this item on the Council agenda.
- Assist the disputants to identify and expand points of agreement.
- Assist them in identifying why this issue is important to them rather than encouraging more debate on who has the best solution/idea.
- Ask each to 'step into the other's shoes' and 'role play' the debate from the other's perspective.
- Paraphrase or summarize the discussions repeatedly until they've reached consensus on points of agreement and disagreement.
- Encourage both parties and other Council members to suggest new insights or compromises.
- Seek agreement on a compromise.
- Re-state the favoured solution. Check with both parties to see if it is acceptable and will allow them to resolve the matter.
- Table the item to be dealt with after a 'cooling off' period either later in the meeting, at a future meeting of the Council or privately with the parties outside a Council meeting.

13.7 Managing Personality-Based Conflict

The following techniques, in addition to those suggested for managing issue-based conflicts, are adopted to assist in managing conflicts based on personality, personal or political agendas, or other more deeply rooted factors too time-consuming and disruptive to deal with during Council meetings:

- Do not waste valuable Council time and energy in attempting to resolve such conflicts at the Council table.
- Meet with the parties individually outside the Council meetings to express concern about the negative effect of their conflict on Council deliberations, attempt to define the issues and seek a resolution of the conflict.
- Meet with the parties together to determine whether an accord can be reached between them that will allow the Council to function effectively with their continued membership. Seek to mediate their conflicts.



- In the event that such an accord cannot be reached then suggest that either or both parties consider resigning their positions as Council members of the Society.
- Recommend disciplinary action to the Council in the event that resignations are not forthcoming.

13.8 Council Member Expenses

Council members are entitled and in line with various policies in place to be reimbursed for expenses incurred during activities required to carry out their duties on behalf of the Society.

All Council member expenses must be documented on a Council Member Expense form and be authorized by the Treasurer; the Council President shall authorize the Treasurer's Expense forms and vice versa.

The Treasurer is responsible to recommend, to the Council, any appropriate policy changes in respect of reimbursement for Council member expenses.

14.0 Council Decision-Making

14.1 Decision-Making Process

Decisions of the Council are made as a group at Council meetings at which a quorum of the Council (a quarter of the Council Members and must include the Council President or Secretary) is present. A quorum is required for the transaction of any business of the Council.

Decisions will ideally be made through a consensus development process leading to a formal vote to record the decision. This process is intended to encourage full discussion and development of a decision that all, or at least the largest possible majority of, Council members can support, prior to a vote. Where disagreements continue to exist, dissenting members may request that their objections be recorded in the minutes. A favourable vote of a majority of the members' present, regardless of abstentions, will be required for approval.



Council members have the right to discuss questions before the Council and make their decisions in an uninhibited atmosphere. These Governance Policies, the Code of Ethics and procedural guidelines will govern Council deliberations. Council members will welcome and respect the diverse views of their colleagues, maintain confidentiality as required and offer public support for Council decisions.

14.2 In Camera Meetings

The following items may be considered in-camera upon an approved motion of the Council:

- Personal matters about an identifiable individual (i.e. member, Council member, client or employee)
- Acquisition or sale of land or other assets
- Labour relations or employee negotiations
- Litigation or potential litigation
- Receiving advice that is subject to solicitor-client privilege
- Matters of personal conflict between members of the Council as outlined in this governance policy
- Any other matters which, the public discussion thereof, the Council, by a simple (51%) majority vote, determines would be prejudicial to the interests of the Society or its members/clients.

15.0 Council Leadership

The conduct of Council members has a direct impact on membership and public perceptions about KOGS, and Council members are expected to lead by example, and may be held to a higher standard of conduct by those they serve.

16.0 Diversity and Inclusion

KOGS is committed to equity, diversity, and inclusion as core values, to be reflected in our membership and within the institutions and constituents we serve. This



commitment shall be considered by Council members and staff in the operations of the association, in communications, and in current and new initiatives, programs and services. KOGS will make reasonable efforts to remove any barriers to participation in Council work or activities.

17.0 Codes of Conduct and Ethics

Council members, like all Society members, are expected to adhere to KOGS's Codes of Conduct and Ethics. The Council will review the Society's codes of conduct and Ethics annually to ensure that it reflects any relevant changes

The Council is responsible for responding to Code of Conduct complaints as outline in KOGS's Code of Conduct and Procedures.

In cases where a Council member may be aware of a Code of Conduct or Ethics concern, whether or not a formal complaint has been made, they are responsible for reporting the concern to the Council while being sensitive to confidentiality and anonymity.

18.0 Harassment, Discrimination and Bullying

KOGS is committed to providing an environment free of discrimination and harassment. Society policy prohibits sexual harassment and harassment based on pregnancy, childbirth or related medical conditions, race, religious creed, color, gender, national origin or ancestry, physical or mental disability, medical condition, marital status, age, sexual or any other basis protected by law or regulation. All such harassment is unlawful.

Any Council member who engages in discriminatory or harassing conduct is subject to removal from the Council. Complaints alleging misconduct on the part of Council members will be investigated promptly and as confidentially as possible by an Adhoc committee appointed by the Council and in alignment with KOGS's Code of Conduct.



19.0 Suspected Misconduct, Dishonesty, Fraud, and Whistle-blower Protection

If any person knows of or has a suspicion about misconduct, dishonesty or fraud, the managing CEO should be contacted. If the alleged wrongdoing concerns the managing CEO, then the President or other officer or CEO of the organization should be notified instead.

If the CEO or any member of the Council of the organization receives information about misconduct, dishonesty or fraud, they shall inform the Council President, who shall forward it to the relevant Council Committee for investigations,

At all times, the privacy and reputation of individuals involved will be respected. There will be no punishment or other retaliation for the reporting of conduct under this policy. If the person providing the information requests anonymity, this request will be respected to the extent that doing so does not impede any investigation.

20.0 Human Resources Policies

Human Resources policies are published in a separate Human Resources & Administration Policies and Procedures Manual.

21.0 HR & Administration Manual Review

Will be reviewed at minimum every three years by the Council. Changes will be discussed with the CEO and reviewed by legal counsel for accuracy and compliance with Kenyan employment laws prior to implementation.

22.0 Professional Development

The Council recognizes the importance of employees staying current in fields related to their employment and the importance of maintaining professional status.

Therefore, KOGS may pay for the cost of professional memberships or conferences for employees within the limits of the budget and provided such membership or attendance is in the best interest of KOGS.



23.0 Equal employment opportunity

KOGS provides equal employment opportunities (EEO) to all employees and applicants for employment without regard to race, colour, religion, sex, national origin, age, disability, or genetics. KOGS complies with applicable laws governing non-discrimination in employment in every location in which KOGS has facilities. This policy applies to all terms and conditions of employment, including recruiting, hiring, placement, promotion, termination, layoff, transfer, leave of absence, compensation, and training.

24.0 Council of Trustees

The Society has established a Council of Trustees whose composition, election and function are as stipulated in Article 12 of the Society Constitution and in the Trust, Deed established under the Trustee (Perpetual Succession) Act (cap 164) of the Laws of Kenya or whichever successor legislation may at the time apply.

25.0 Strategic Plan and Execution

To increase the success of our strategic plan, detailed annual implementation plans for each year will be used for monitoring and evaluating efficiency and effectiveness impacts of the plan. The performance successes and shortfalls in each year will be well documented forming the basis for the development of subsequent year plans which will be developed through consultative forums involving inputs by all stakeholders.

The annual plans will include the following.

- i. Strategic Initiatives
- ii. Activities
- iii. Outputs
- iv. Time Frame
- v. Performance indicators
- vi. Responsibility
- vii. Resource requirements- budgets
- viii. Risks, assumptions and mitigations



ix. Code of Ethics for Council Members

26.0 Dissolution of the Corporation (Society)

In the event of dissolution of the Society, the Trustees in consultation with the council shall decide at its discretion how to dispose of the Society's assets.

Appendix A

OATH OF OFFICE AND CONFIDENTIALITY AGREEMENT

I, (insert name), a Council member of KOGS, declare that, in carrying out my duties as a Council member, I will:

1. Exercise the powers of my office and fulfil my responsibilities in good faith and in the best interests of the Society.
2. Exercise these responsibilities, at all times, with due diligence, care and skill in a reasonable and prudent manner.
- 1 3. Respect and support the Corporation's by-law, policies, Code of Conduct, and decisions of the Council and membership.
- 2 Keep confidential all information that I learn about clients, personnel, collective bargaining and any other matters specifically determined by Council motion to be



matters of confidence, particularly those matters dealt with during in-camera meetings of the Council.

- 3 Conduct myself in a spirit of collegiality and respect for the collective decisions of the Council and subordinate my personal interests to the best interests of the Corporation.
- 4 Immediately declare any real or apparent personal conflict of interest that may come to my attention.
- 5 Immediately resign my position as Council member of the Corporation in the event that I, or my colleagues on the Council, have concluded that I have breached my 'Oath of Office'.

Name:

Signature:.....

Date:.....