



BOARD CHARTER

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ACRONYMS, ABBREVIATIONS AND DEFINITIONS

ACRONYMS	DEFINITIONS
CEO	Chief Executive Officer
CS	Cabinet Secretary
DG	Director General
EPRA	Energy and Petroleum Regulatory Authority
SCAC	State Corporations Advisory Committee



DEFINITIONS

In this Board Charter, unless the context otherwise requires the following words and expressions shall have the following meaning:-

- i) **“Act”** means The Energy Act, No. 1 of 2019;
- ii) **“Authority”** means EPRA;
- iii) **“Board Charter”** means this document that sets out the roles, responsibilities, functions and Board structure in a way that supports members to professionally discharge their strategic oversight role.
- iv) **“Board of Directors”** means the Non-Executive Directors/Members collectively;
- v) **“Director/Member”** means a person appointed under Section 12 of the Energy Act, No. 1 of 2019.
- vi) **“Chairperson”** means a person appointed under Section 12 (1) of the Energy Act, No. 1 of 2019;
- vii) **“Member in good standing”** means a status assigned to a member when they have remained current on a professional institutions dues and continuous professional development credits.
- viii) **“Oversight body”** means the State Corporations Advisory Committee (SCAC).

CHAPTER ONE

1.1 Introduction

The Energy and Petroleum Regulatory Authority Board Charter outlines the Board's roles, responsibilities, functions, and structures.

Its purpose is to guide the Board in strategically overseeing EPRA's operations to maximize the long-term value of its services provided for all stakeholders.

The Charter:-

- a) As much as possible and appropriate aligns with the Constitution of Kenya, 2010, the Energy Act, No. 1 of 2019 and Mwongozo Code of Governance for State Corporations (hereinafter, 'Code'). It complements other legal and regulatory requirements;
- b) Shall be interpreted and applied in a manner that promotes its purposes, constitutional values and principles and in a way that advances the rule of law, development of the law, contributes to board harmony, corporate success and good governance;
- c) Complements and shall be read, interpreted and applied taking cognisance of the provisions of among others, the provisions of Sections 12, 14, 15 and the First Schedule of the Energy Act, No. 1 of 2019;
- d) Shall be reviewed annually or as appropriate and necessary;
- e) Shall be made accessible to all members of the Board and the public on EPRA's website.



1.1.1 Our Vision

A leading energy and petroleum regulator.



1.1.2 Our Mission

To facilitate sustainability in the energy and petroleum sector for improved livelihood through regulations.



1.1.3 Our Core Values



Integrity



Responsiveness



Accountability



Innovativeness



Professionalism



1.1.4 Mandate

The functions of the Authority as provided in **Section 10** of the **Energy Act, No. 1 of 2019** include:-

- a) Regulate
 - i) Generation, importation, exportation, transmission, distribution, supply and use of electrical energy with the exception of licensing of nuclear facilities;
 - ii) Importation, refining, exportation, transportation, storage and sale of petroleum and petroleum products with the exception of crude oil;
 - iii) Production, conversion, distribution, supply, marketing and use of renewable energy;
 - iv) Exploration, extraction, production, processing, transportation, storage exportation, importation and sale of coal bed methane gas and other energy forms;
- b) regulate, monitor and supervise upstream petroleum operations in Kenya in accordance with the law relating to petroleum, the regulations made thereunder and the relevant petroleum agreement;
- c) provide such information and statistics in relation to upstream petroleum operations in Kenya to the Cabinet Secretary responsible for matters relating to petroleum as may be required from time to time;
- d) collect, maintain and manage upstream petroleum data;
- e) receive, review and grant an application for a nonexclusive exploration;
- f) co-ordinate the development of upstream petroleum infrastructure and promote capacity building in upstream petroleum operations;
- g) inspect and test any machinery or equipment that has been used, is used or shall be used in upstream petroleum operations;
- h) assess field development plans and make recommendations to the Cabinet Secretary responsible for matters relating to petroleum for approval, amendment or rejection of the plans;
- i) assess tail-end production and cessation of upstream petroleum operations and oversee decommissioning by a contractor;
- j) verify the measurements of petroleum production to allow for estimation and assessment of royalties and profits of oil and gas due to the National Government;
- k) verify the recoverable cost of oil and gas due to the parties to a petroleum agreement;
- l) audit contractors for cost recovery;
- m) monitor in consultation with the Competition Authority conditions of contractors' operations and their trade practices;
- n) provide information to the relevant authority for the collection of taxes and fees from upstream petroleum operations;
- o) set, review and approve contracts, tariffs and charges for common user upstream petroleum facilities;
- p) make proposals to the Cabinet Secretary responsible for matters relating to petroleum in relation to regulations which may be necessary or expedient for the regulation of the upstream petroleum sector or for carrying out the objects and purposes of this Act;
- q) work with the relevant statutory authorities to formulate, enforce and review environmental, health, safety and quality standards for the upstream petroleum sector;
- r) develop guidelines, in consultation with other statutory authorities, in relation to the implementation of treaties, conventions or protocols affecting the upstream petroleum sector that have been ratified by Kenya;
- s) regulate contracts on upstream petroleum operations not specifically provided for under the law relating to petroleum;

- t) Advise the Cabinet Secretary responsible for matters relating to petroleum in the evaluation of the bids and applications made for upstream petroleum blocks;
- u) Ensure that contractors uphold the relevant laws, regulations and petroleum agreement terms;
- v) Ensure optimal levels of recovery of petroleum resources;
- w) Promote well planned, executed and cost-efficient operations;
- x) ensure optimal utilization of existing and planned facilities;
- y) ensure the establishment of a central database of persons involved in upstream petroleum operations;
- z) manage upstream petroleum data and provide periodic updates and publication of the status of upstream petroleum operations;
- aa) take such action as is necessary to enforce the requirements in a petroleum agreement or any regulations and to protect the environment, the health and safety of workers and the public;
- bb) ensure and facilitate competition, access and utilization of facilities by third parties;
- cc) prescribe the form and manner in which any application for any authority, consent or approval under the law relating to petroleum shall be made;
- dd) investigate complaints or disputes arising from petroleum operations;
- ee) enforce local content requirements;
- ff) issue operational permits and non-exclusive exploration permits in accordance with the law relating to petroleum;
- gg) ensure enforcement and compliance with the national values and principles;
- hh) protect consumer, investor and other stakeholder interests;
- ii) provide such information and statistics to the Cabinet Secretary as the Cabinet Secretary may from time to time require;
- jj) collect and maintain energy data;
- kk) develop guidelines on applicable treaties, conventions and protocols affecting the energy sector in consultation with other statutory authorities except those relating to nuclear energy;
- ll) co-ordinate the development and implementation of a national energy efficiency and conservation action plan, in consultation with relevant statutory authorities and other stakeholders;
- mm) develop testing and certification procedures, in conjunction with relevant statutory agencies, for certification and testing for energy consumption of equipment and appliances;
- nn) ensure, in collaboration the Kenya Bureau of Standards, that only energy efficient and cost effective appliances and equipment are imported into the country;
- oo) certify energy managers and license energy auditors;
- pp) promote, in consultation with the Kenya National Accreditation Service, the establishment of accredited laboratories for energy efficiency; and
- qq) perform any other function that is incidental or consequential to its functions under this Act or any other written law



1.2 Statement on Good Governance

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

- a) To observe high standards of professional, ethical and moral behaviour;
- b) To identify and mitigate risks and act in the best interests of the EPRA;
- c) To achieve strategic success;
- d) To remunerate and promote fairly and responsibly;
- e) To recognize the legitimate interests of all stakeholders; and
- f) To ensure that the organization acts as a good corporate citizen.

In general, the Directors shall act in the best interest of EPRA and uphold their fiduciary responsibilities and duty of care. This involves not disclosing confidential information, avoiding real or perceived conflicts of interest, and favouring the interests of EPRA over other interests. They will act honestly and in good faith so as to create a culture built on principles of integrity, accountability and transparency.

1.3 Guiding Principles

In accordance with the **Constitution of Kenya, 2010**, and **Section 3 of the Leadership and Integrity Act No. 19 of 2012**, the Board shall uphold the following constitutional values, principles, and requirements: -

- a) National Values and Principles: As outlined in Article 10 of the Constitution;
- b) Rights and Fundamental Freedoms: As enshrined in **Chapter Four** of the Constitution;
- c) Responsibilities of Leadership: As stipulated in **Article 73** of the Constitution;
- d) Principles Governing the Conduct of State Officers: As defined in **Article 75** of the Constitution; and
- e) Values and Principles of Public Service: As provided in **Article 232** of the Constitution.



CHAPTER TWO

2.1 The Board Of Directors

The Board of Directors is a group of appointed individuals who oversee the activities of the Authority. They are responsible for providing strategic direction, exercising control, and ensuring accountability. To fulfil these duties effectively, the Board should be diverse, independent, and focused on the Authority's long-term success. They should be pragmatic, objective, and committed to balanced and sustainable performance. By adhering to these principles, the Board shall help the Authority achieve its goals and maintain its reputation.

2.1.1 Size of the Board of Directors

The Board of Directors shall have a maximum of ten (10) members as provided for in *Section 12 (1) of the Energy Act, No. 1 of 2019* [with the Director General as an Ex – Official] as follows:-

- a) The Chairperson;
- b) The Principal Secretary responsible for Energy or his representative;
- c) The Principal Secretary responsible for Petroleum or his representative;
- d) the Principal Secretary in the National Treasury or his or her authorized representative;
- e) one (1) County Executive Committee member responsible for energy and petroleum or his representative nominated by the Council of County Governors; and
- f) five (5) other members not being public officers appointed by the Cabinet Secretary.

2.1.2 Composition

The Board shall:

- a) **Ensure Compliance:** As practical, adhere to the composition requirements outlined in the **Constitution of Kenya, 2010**, the **Energy Act, No. 1 of 2019**, and other relevant legislation;
- b) **Promote Independence:** Maintain a board composed of members who can act independently and impartially;
- c) **Foster Understanding:** Ensure that each board member possesses a comprehensive understanding of the organization's overarching policies and objectives;
- d) **Maintain Professional Standards:** Select and retain board members who are professionally qualified and possess the necessary expertise to effectively fulfil their roles as directors;
- e) **Require Financial Expertise:** Mandate that at least one (1) board member possesses specialized knowledge in financial management and accounting; and
- f) **Board Profile:**

In collaboration with the **Audit and Risk Committee**, the Board shall develop a detailed profile that outlines the board's size, composition, and the specific expertise of its members. This profile will remain available to stakeholders to enhance transparency and accountability.

2.1.3 Appointment of Directors

The Chairperson of the Board shall be an appointee of the President while other board members shall be appointed by the Cabinet Secretary as provided under **Section 12 of Energy Act, No. 1 of 2019**.

Every appointment shall be by name and by notice in the Kenya Gazette.

The Chairperson and Members of the Board shall be appointed at different times so that the respective expiry dates of their terms of office shall fall at different times as a succession plan of the Authority.

2.1.4 Chairperson of the Board of Directors

The Chairperson of the Board is primarily responsible for the activities of the Board and its committees. The role of the Chairperson includes but is not limited to the following:-

- a) approving the agenda of Board meetings;
- b) chairing Board meetings; and
- c) ensuring that a record of proceedings of all Board activities is maintained.

The Chairperson shall be the spokesperson for the Board.

The Chairperson shall ensure that: -

- a) The Board performs its duties and responsibilities;
- b) Directors are inducted after appointment and thereafter are continually developed based on identified development and Authority's needs;
- c) Directors receive all information required for them to perform their duties;
- d) The Board develops and adheres to the developed and adopted annual work plan;
- e) The Board has sufficient time for consultation and decision-making;
- f) The Board constitutes committees and that the committees function optimally and as mandated under the specific terms of references;
- g) The performance of the Board, Directors, the CEO and the Corporation Secretary is evaluated annually;
- h) Challenges relating to the performance of individual Directors are identified and addressed;
- i) Internal disputes and conflicts of interest concerning individual Directors are addressed; and
- j) The Board has appropriate contact with the Management through the CEO.

2.1.5 Chief Executive Officer

The CEO, while a non-voting member of the Board, works collaboratively with the Board and the Corporation Secretary to achieve EPRA's goals. The Board is responsible for recruiting and supporting the CEO, as well as assisting in building the management team and planning for future leadership.

The CEO, in turn, is accountable for implementing the Board's decisions and policies, serving as a crucial link between the Board and the management team to ensure the Authority's success.

The Board's Responsibilities to the CEO:

- a) **Clear Expectations:** The Board will outline specific performance goals and the CEO's authority;
- b) **Competitive Compensation:** The CEO will receive a fair and attractive salary package;
- c) **Regular Performance Reviews:** The Board will provide formal performance evaluations and informal feedback;
- d) **Recognition and Rewards:** The CEO will be recognized and rewarded for outstanding performance; and
- e) **Support and Guidance:** The Board will promptly address the CEO's requests for advice or assistance.

The CEO's Responsibilities:

- a) **Organizational Alignment:** The CEO will demonstrate commitment to the organization's goals, values, and mission;
- b) **Performance Delivery:** The CEO will meet established performance objectives and targets;
- c) **Effective Management:** The CEO will implement efficient administrative systems and processes;
- d) **Transparent Communication:** The CEO will regularly provide the Board with updates on key issues;
- e) **Stakeholder Engagement:** The CEO will represent the organization effectively and enhance its public image; and
- f) **Responsiveness:** The CEO will promptly respond to requests for information.

2.1.6 Term Limits

- a) **Chairperson:** shall hold office for a maximum of four (4) years and is eligible for one reappointment of up to four (4) years.
- b) **Board Director:** shall hold office for a maximum of three (3) years and are eligible for one reappointment of up to three (3) years; and
- c) **Board Director Reappointment:** renewal of a Director's term for a second term is contingent upon a satisfactory performance evaluation, as determined during the Board's performance review process.

2.1.7 Independence of Directors

All Board Directors should recognize that their primary duty is to EPRA, not to the nominating stakeholder and/or appointing authority.

2.1.8 Resignation from the Board

Resignation of a Director:

A Director may resign at any time by submitting a written notice to the appointing authority, with copies to the Chairperson and the CEO. The resignation will be effective upon receipt by the appointing authority or at a specified later date. Acceptance by the appointing authority is not required unless explicitly stated in the notice.

Record Maintenance:

The Corporation Secretary will maintain a record of each Director's appointment letters, gazette notices, and written acceptance of resignation, which shall be kept in the Director's personal file.

2.1.9 Removal of the Chairperson and Board Member from Office

The Chairperson or a member of the Board (other than an ex-officio member) may be removed from office on account of any of the following:-

- a) violation of the Constitution or any other law;
- b) Gross misconduct, whether in the performance of the member's or office holder's functions or otherwise;
- c) Physical or mental incapacity to perform the functions of the office;
- d) Being absent from three (3) consecutive meetings of the Authority, as the case may be without reasonable cause;
- e) Failure to disclose to the Authority or Board any interest in any contract or matter before the Authority or Board;
- f) Being convicted of a criminal offence;
- g) Incompetence; or
- h) Bankruptcy.

2.1.10 Board Committees

To effectively discharge its mandate, the Board shall establish committees with specific terms of reference.

Directors appointed to these committees shall possess the necessary skills and expertise to perform the assigned duties.

If a committee lacks specific skills among its members, the Board, with approval from the oversight body, may co-opt a qualified non-member to serve on the committee.

However, the committee chairperson shall neither be a co-opted member nor the Chairperson of the Board.

The Board may from time to time, as appropriate and necessary, rotate committee members between the committees.

While each committee operates within the Board's delegated authority, the Board remains collectively responsible for all committee decisions and actions.

A committee's functions are limited to tasks assigned by the Board and cannot exceed the Board's own powers or authority.

Each committee's Chairperson, in consultation with the Board, shall determine the frequency of meetings necessary to meet the committee's responsibilities.

Additionally, the committee Chairperson, in collaboration with Management, shall develop the meeting agenda.

The Board shall, where necessary, establish procedures for committees to seek independent professional advice at EPRA's expense.

The Committees shall report their actions promptly to the Board for approval or ratification and shall communicate any significant developments.

The Board will receive reports on each committee's findings and recommendations, as outlined in the respective committee's terms of reference.

The Board has established the following standing committees: -

- a) **Audit and Risk Committee**
- b) **Technical Committee; and**
- c) **Finance and Administration Committee**

The Board may also create an additional standing committee as necessary and Ad Hoc Committees to address specific issues as they arise, with the term of each Ad Hoc Committee specified in its appointing instrument.

The Board remains responsible for developing the Terms of Reference for each committee. The said Terms of References shall remain an integral part of this Charter.

2.1.11 Relationship Between Board and Senior Management

The Board and Management shall execute their mandate in an environment of mutual trust and respect having regard to the principles of good governance.

In this regard, the Board shall provide clear and distinct lines of responsibility and accountability, and maintain effective channels of communication.

2.1.12 The Authority/Corporation Secretary

The Board shall appoint a suitably qualified, competent, and experienced Certified Public Secretary in good professional standing to assist in the effective governance of the Authority.

The Authority Secretary shall be responsible for the efficient and effective execution of their duties and responsibilities and shall comply with the leadership and integrity requirements of Chapter Six of the Constitution of Kenya, 2010.

The principle duties of the Authority Secretary are as follows: -

- a) Providing guidance to the Board and Directors individually on their duties, responsibilities and powers and how these should be exercised in the best interests and success of the EPRA;
- b) Ensuring that Board's procedures are followed and reviewed regularly, and that the Board complies with the applicable Law, rules and regulations;
- c) Organizing Board's activities, including providing information, preparing agenda, issuing notices and preparing for meetings, Board evaluations and Board's development programs;

- d) Providing secretarial services to the Board and Board Committees, save for the Audit, Risk & Compliance, including ensuring that the Board work plan is prepared and adhered to, circulating Board papers in advance of the meeting, keeping a record of attendance at meetings, keeping safe custody of the seal and a record of its usage;
- e) Ensuring that the minutes of the Board and committees are promptly prepared and circulated;
- f) Keeping the Board abreast of, and informed on, current governance thinking and practice;
- g) Processing of Board payments and allowances, as appropriate; and
- h) Coordinating the governance audit process.



CHAPTER THREE

3.1 Practices Of The Board

3.1.1 Board Responsibilities

The basic responsibility of the Board is to exercise their best judgment and to act in a manner that, they reasonably believe to be in the best interest of EPRA and its stakeholders.

In discharging that obligation, the Directors shall be entitled to rely on the honesty and integrity of EPRA's Management, staff and its external professional advisors and auditors.

In its responsibilities, the Board shall:

- a) Determine EPRA's mission, vision, purpose and core values;
- b) Review, evaluate and approve, on a regular basis, long-term plans;
- c) Review, evaluate and approve the annual budget and financial forecasts;
- d) Review, evaluate and approve major resource allocations and capital investments;
- e) Ensure that the procurement process is cost-effective and delivers value for money;
- f) Review and approve the operating and financial results;
- g) Ensure effective, accurate, timely and transparent disclosure of pertinent information on the EPRA's operations and performance;
- h) Ensure that effective processes and systems of risk management and internal controls are in place;
- i) Review, evaluate and approve the overall organizational structure, the assign Senior Management responsibilities and plan for Senior Management development and succession;
- j) Review, evaluate and approve the remuneration structure of the organization;
- k) Adopt, implement and monitor compliance with EPRA's Code of Conduct and Ethics;
- l) Review on a quarterly basis the attainment of targets and objectives set out in the agreed performance measurement framework with the Government of Kenya;
- m) Periodically review EPRA's strategic objectives and policies relating to sustainability and social responsibility investment;
- n) Protect the rights of shareholders and optimize shareholder value;
- o) Enhance EPRA's public image and ensure engagement with stakeholders through effective communication;
- p) Monitor compliance with the Constitution, all applicable laws, regulations and standards; and
- q) Review, monitor and ensure that the EPRA is effectively and consistently delivering on its mandate.

3.1.2 Responsibilities of Individual Directors

Each Director shall:

- a) Exercise the highest degree of care, skill and diligence in discharging their duties;
- b) Act in the best interest of the Authority and not for any other purpose;
- c) Act honestly at all times and must not place themselves in a situation where their personal interests conflicts with those of EPRA;
- d) Exercise independent judgment;
- e) Devote sufficient time to carry out their responsibilities, regularly update their knowledge and enhance their skills;
- f) Promote and protect the image of EPRA;
- g) Owe their duty to the EPRA and not to the nominating or appointing authority; and
- h) Owe EPRA the duty to hold in confidence all information available to them by virtue of their position as Director.



3.1.3 Principles of Public Service

The Board in performing its functions, shall be guided by the principles of Public Service as provided in *Chapter Thirteen of the Constitution of Kenya, 2010* which include:

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

3.1.4 Board and Committee Meetings

- **Frequency:** At least four (4) Board meetings will be held annually, with a maximum interval of four (4) months between meetings. The total number of meetings in a year shall not exceed six (6).
- **Scheduling:** A schedule of meeting dates will be determined by the Board and outlined in the Board Work Plan.
- **Notice Period:** Notices of meeting locations and times will be issued seven (7) days prior to the scheduled date.
- **Quorum:** A quorum for Board meetings shall be five (5) members.

Committees:

- **Membership:** Committee membership shall not exceed one-third (1/3) of the total Board membership.
- **Quorum:** A quorum for committee meetings shall be at least three (3) Directors.
- **Attendance:** Directors are expected to attend both Board meetings and meetings of committees on which they serve.
- **External Participants:** The Chairperson, CEO, or Committee Chairpersons may invite Senior Managers, other employees, and advisors to attend Board or Committee meetings as deemed necessary.
- **Board Role and Focus:**

The Board's primary role is to provide strategic direction and address organizational risks. The majority of Board time should be dedicated to discussions on policy, strategy, and risk management.

Operational matters are the responsibility of Management and should not be the primary focus of the Board.

3.1.5 Notice and Agenda for Meetings

Notice and Agenda of Board and Committee meetings shall be issued by the Corporation Secretary as directed by the Chairperson of the Board or relevant committee and in liason with the CEO.

Any Director is free to suggest the inclusion of items on the agenda by providing notice to the Chairperson at least fourteen (14) days prior to the meeting, to enable preparation.

Additional agenda items may be included in the agenda during the meeting subject to approval by the Board or the committee.

Save for the additional agenda items, the agenda for the meetings will be aligned to the Board's Work Plan which will establish a schedule of agenda subjects to be discussed during the year to the extent this can be foreseen.



Except for urgent cases, as determined by the Chairperson, detailed agenda accompanied by relevant supporting documents and recommendations will be provided to the Directors at least Seven (7) days prior to a meeting. Directors should review these materials in advance of the meeting to enhance effectiveness.

Except for urgent cases, as determined by the Chairperson, detailed agenda accompanied by relevant supporting documents and recommendations will be provided to the Directors at least Seven (7) days prior to a meeting. Directors should review these materials in advance of the meeting to enhance effectiveness.

3.1.6 Venue of Meetings

Board and Committee meetings shall generally be at the head office of EPRA, but may also take place elsewhere with necessary approvals.

The time and venue of the meetings shall be clearly communicated in the notice of the meeting.

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

3.1.7 Attendance of Meetings

The CEO shall attend all Board meetings and, if requested by the Board, other members of the Senior Management shall also attend Board meetings in whole or in part.

A Director who is unable to attend a meeting shall explain their absence to the Chairperson and notify the Corporation Secretary for the purpose of recording apology.

3.1.8 Procedure of Meetings

3.1.8.1 Chairing of Meetings

Board meetings shall be chaired by the Chairperson of the Board or in the case of a committee meeting, the Chairperson of that committee. In the absence of the Chairperson, one of the Directors designated by the other Directors present at the meeting will preside over the meeting.

3.1.8.2 Constitution of the Meeting

The Board meeting shall be constituted in accordance with First Schedule of Energy Act, No. 1 of 2019 and shall include a confirmation that there is quorum for the meeting to proceed and recording of attendance.

3.1.8.3 Protocol of Board Meetings

The Chairperson, having ensured that the meeting is properly constituted, will also ensure that at an appropriate time during the meeting, the minutes of the previous meeting are confirmed and matters arising there-from handled.

A special meeting of the Board or Committee shall not discuss any matter other than that specified in the agenda.

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

The following guiding principles shall apply: -

- i) The Corporation Secretary shall ensure that the constitutive documents of the organization allow for tele/video conferencing;
- ii) The Corporation Secretary shall ensure that the necessary arrangements are in place to facilitate effective and secure communication during the meeting;
- iii) On sending out the notice of the meeting, the Corporation Secretary shall also confirm whether each Director or participant will attend physically or through tele/video conferencing;
- iv) At the start of the scheduled meeting and for the purpose of confirming quorum, a record of attendance shall be taken during which each Director or participant will clearly state, for the record, their full name, location, type of device being used and give confirmation that they can clearly hear the others;



- v) All Directors or participants shall identify themselves for the record before speaking and must confirm that they can clearly hear and/or see each other in the course of the meeting;
- vi) If a statement of a Director or participant in the meeting via tele/video conferencing is interrupted or garbled, the Chairperson shall request for a repeat or reiteration;
- vii) The Chairperson should ensure that resolutions are clarified for record purposes; and
- viii) The Chairperson shall ensure that the agenda is suitable for tele/video conferencing.

3.1.8.4 Decision-Making

Unless a unanimous decision is reached, a decision on any matter before the Board shall be by a majority of votes of the members of the Board present, as the case may be, and in the case of an equality of votes, the Chairperson presiding shall have a casting vote.

Any member of the Board present at a meeting of the Board or a Committee thereof, shall have the right to require his opinion to be recorded in the minutes if the Board or the Committee, as the case may be, passes a resolution, which in the opinion of that member is contrary to his advice or to law.

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

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

3.1.8.5 Resolutions and Minutes

Minutes must be drawn up for every Board and committee meeting with resolutions highlighted therein. The minutes should be circulated to the Directors as soon as possible after the meeting. Upon confirmation, the minutes should be signed by the

Chairperson and added to the records of the organization. Substantial corrections to previous minutes will be recorded in the minutes of the meeting where the corrections are made and adopted by the Directors. Urgent resolutions may be drawn up and signed immediately in the relevant meeting.

3.1.8.6 Implementation of Resolutions

Generally, the Board delegates to the CEO responsibility to implement the resolutions of the Board. The CEO may delegate some of these responsibilities to Senior Management. The Board is responsible for monitoring the implementation of the resolutions.

3.2 Liability of Directors

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

3.3 Conflict of Interest

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

Conflict may also arise where a Director uses their office for personal gain. Directors are required to avoid conflict of interest and deal at arms-length in any matter that relates to the organization.

A member of the Board who has a direct or indirect interest in a matter being considered or to be considered by the Board shall, as soon as possible after the relevant facts concerning the matter have come to his/her knowledge, disclose the nature of his interest to the Board or Committee and shall not be present during any deliberations on the matter.

In so reporting, the Director is required to provide all relevant information, including information which relates to their immediate family by blood or marriage which is related to the area of conflict. When declared, the Director shall abstain from decisions on the matter where the conflict exists.

The Corporation Secretary shall keep a record of conflicts of interest declared, for accountability purposes, and as a rule of good practice on appointment and on regular intervals or at any time when circumstances change, all Directors shall in good faith disclose to the Board or recording, any other business or interest likely to create a potential conflict of interest.

3.4 Notice of Other Directorships

Directors should carefully consider the number of other Directorships on which they can serve, consistent with the time and energy necessary to satisfy the requirements of EPRA provided that a Director shall not serve in more than three boards of State Corporations concurrently. In furtherance of these considerations, a Director shall notify the appointing authority in a timely fashion before accepting an invitation to serve on the Board of another public or private body. This prior notice is to allow discussion with the Chairperson of the Board and to obtain legal advice on whether such other service will interfere with the Directors' service on the EPRA Board, impact the Director's independence, or create an actual or apparent conflict of interest.

3.5 Directors Access to Employees

Directors will have full and free access to employees, but such access will be arranged through the CEO. The Directors will use their judgement to ensure that any such access does not disrupt the operations of EPRA.

3.6 Independent Advisors

Directors may individually and collectively seek independent advice in connection with their duties as and when required. Independent professional advice for the purposes of this Charter shall include legal advice, advice on matters of governance, the advice of accountants and other professional financial advisors on matters of law, accounting and other regulatory matters but shall exclude advice concerning the personal interests of the director concerned, such as matters relating to their appointment or disputes with EPRA.

3.7 Interaction with Stakeholders

Only designated representatives of EPRA shall communicate on behalf of the Authority with the Government, media, stakeholders and the general public.

3.8 Induction and Continuous Skills Development

The Board will provide new Directors with an effective induction programme in order to familiarize them with their responsibilities as Directors, general principles of corporate governance and of Directors practices. The induction programme will also provide the Directors with an orientation of the organization, strategic plans, financial status and policies, risk management, compliance programmes and the Code of Conduct and Ethics.

The Board will ensure that a competence needs assessment is carried out periodically and an annual development plan prepared to address identified gaps. In this regard, Directors will be provided with access to, or notice of, continuing development programs that are designed to keep Directors abreast of the latest developments in the sector best practice, corporate governance and critical issues relating to the operation of public sector boards.

The Board will satisfy itself that its Directors are up-to-date with continuous professional development in their respective professional bodies.



3.9 Remuneration

Directors shall be remunerated for their services in accordance with the prevailing relevant legislative provisions and/or guidance from the relevant authority. In line with best practice, the remuneration should include base pay, attendance allowances and bonuses.

3.10 Performance

The Board will conduct an annual evaluation to appraise its performance. This evaluation will be carried out in accordance with the Evaluation Tool. The Board evaluation provides an opportunity for Directors to identify strengths, collective skill gaps and individual areas of improvement. The Board will also review the performance of each committee against the agreed Terms of Reference. The Board will also evaluate the performance of the CEO and Corporation Secretary.

3.11 Board and Management Succession

The Board will put in place a succession plan for the Board and Management and review the same regularly.

3.12 Governance Audit

The Board will ensure that a governance audit of EPRA is undertaken on an annual basis. The purpose of the governance audit is to ensure that the organization conforms to the highest standards of good governance. The governance audit should cover the following parameters among others:

- i) Leadership and strategic management;
- j) Transparency and Disclosure;
- k) Compliance with Laws and Regulations;
- l) Communication with stakeholders;
- m) Board independence and governance;
- n) Board systems and procedures;
- o) Consistent shareholder and stakeholders' value enhancement; and
- p) Corporate social responsibility and investment.

This Board Charter is Effective from 27TH day of APRIL, 2022.

Signed: 
Chairperson

