ENERGY AND PETROLEUM REGULATORY AUTHORITY

BOARD DISPUTES AVOIDANCE AND RESOLUTION GUIDELINES

JULY, 2026

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Version	

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1. INTRODUCTION

1.1. The Energy and Petroleum Regulatory Authority, (hereinafter referred to as "**the Authority**" or "**EPRA**") was established pursuant to Section 9 of the Energy Act, 2019.

1.2. The Authority is a body corporate with perpetual succession and is managed by a Board of Directors.

1.3. The functions of the Authority are provided for under Section 10 of the Energy Act, 2019.

1.4. The Board of the Authority is established under Section 12 of the Energy Act, 2019.

2. PURPOSE

2.1. The EPRA Board of Directors is cognizant of the provisions of Article 159 of the Constitution of Kenya 2010 on, among others, the need to avoid governance disputes and promote Alternative Disputes Resolution (ADR) mechanisms in the event that such disputes arise.

2.2. The Authority is committed to reaching a prompt and fair resolution of any disputes, conflicts, or disagreements as may arise from time to time, and that may threaten the effective and seamless functioning of the Board and the Authority.

2.3. In the premise, and pursuant to the provisions of Clause 3.12 of the Board Charter, the Authority has formulated these Guidelines to establish a mechanism for avoidance and resolution of governance disputes in the Authority in a cost effective and timely.

3. OBJECTIVES

3.1. The objectives of these Guidelines are to:

3.1.1. Provide clear mechanisms for resolving disputes in a timely and cost-effective manner.

3.1.2. Minimize the impact of disputes on the Authority's operations and reputation.

3.1.3. Foster trust and constructive engagement among stakeholders.

3.1.4. Ensure compliance with applicable laws, regulations and corporate governance standards.

4. SCOPE

4.1. These Guidelines are designed to set out the process for governance disputes avoidance, dispute or grievances resolution in the Board that are unable to be resolved amicably in Board meetings.

4.2. These guidelines seek to provide a mechanism for settling all disputes in relation to the Board including:

i. Between the Directors of the Board;

ii. By a Director regarding a decision by the Board.

iii. By a Director regarding a board policy, process or procedure.

5. PRINCIPLES

5.1. The following principles shall be adhered to by all parties to the dispute:

5.1.1. Confidentiality with regard to all Board matters and materials

5.1.2. Professionalism and mutual respect for each other's point of view

5.1.3. Fairness

5.1.4. Commitment to resolving the dispute

5.1.5. Effective communication

5.1.6. Constructive criticism

5.1.7. Psychological safety and freedom from repercussions

6. ROLES AND RESPONSIBILITIES

6.1. The Board encourages Directors to resolve any issues or concerns that they may have at the earliest opportunity.

6.2. It is the collective responsibility of the Board to deal with disputes in an efficient and effective manner.

6.3. The Chairperson and the Board shall ensure that once a dispute arises, it is dealt with in a fair and timely manner.

6.4. It is the responsibility of the Chairperson of the Board to ensure that:

6.4.1 Board members are aware of and adhere to these Guidelines.

6.4.2 Disputes are avoided, and if they do arise, that they are handled respectfully, with confidentiality and in accordance with fairness; and

6.4.3 These Guidelines are reviewed within the stipulated timelines.

7. REPORTING PROCESS

7.1. The aggrieved director(s) shall notify the Chairperson of the Board of the dispute in writing.

7.2. The Chairperson shall in turn acknowledge the notice within five (5) days of receipt of the said notice.

7.3. When raised at the Board meeting, the parties involved in the dispute shall be accorded the right to speak.

7.4. The Chairperson shall (when not involved in the dispute or an interested party), in a private meeting, mediate between the disputing directors or attempt to resolve the matter amicably within fourteen (14) days.

7.5. Where the Chairperson is unable to resolve the conflict or where the Chairperson is an interested party, the Board shall refer the matter to an ad-hoc Committee constituted for this purpose, which shall be chaired by an Independent Non-executive Director nominated by the Board.

7.6. The Chairperson or the ad-hoc committee shall formally report back to the Board on the outcome of its deliberations and make formal recommendations to the Board on the resolution of the dispute within fourteen (14) days.

7.7. The Board shall consider the recommendations of the Chairperson or the ad-hoc Committee as the case may be.

8. RELATED POLICIES AND PROCEDURES

8.1. These Guidelines are to be read in conjunction with the following:

i. The Constitution of Kenya, 2010;

ii. The Energy Act, Cap 314 of the Laws of Kenya;

iii. *Mwongozo* Code, 2015; and

iv. The Board Charter.

9. GUIDELINES REVIEW

9.1. The Board shall review these Guidelines every three (3) years or earlier as may be necessary

10. APPROVAL

10.1. These Guidelines were discussed and recommended for approval to the Full Board by the Audit & Risk Committee on 21st April, 2026 and vide Minute No. MIN/EPRA/ACM 50/443/2026

10.2. And further approved by the Full Board on 24th July, 2026 vide Minute No. MIN/EPRA/BOARD/144/3024/2026

Chairperson:

Name: Adan Haji Ali Signed: 24/July/2026