



# Terms of Reference

## TERMS OF REFERENCE FOR THE COMPANY SECRETARY

### 1. BACKGROUND

KEPSA is the apex organization of the private sector in Kenya. It was registered in year 2003 as a company limited by Guarantee.

KEPSA brings together local and foreign business associations, chambers of commerce, professional bodies, corporates from multinational companies, medium, SMEs, and start-ups from all sectors of the economy to enable them to speak with one voice when engaging government, development partners, and other stakeholders on cross-cutting policy issues and programs for Social - Economic Development of the Country.

### 2. SCOPE OF WORK

#### Secretarial and Corporate Services

- Ensure compliance with the statutory requirements under the Companies Act 2015 and other relevant laws.
- Maintenance of statutory records, Board papers and minutes, and Board correspondence.
- Organisation and coordination of Annual General Meetings and General Meetings and ensuring that the meetings are held in accordance with the provisions of the Companies Act and the Articles of Association and drafting of the minutes.
- Attend to annual compliance requirements with the Registrar of Companies which includes filing of the annual return and financial accounts, and any notifications required such as changes in directors, company secretary, registered office, e.t.c.
- Organisation and coordination of Board and Board Committee meetings including agenda preparation in consultation with the Board Chair and CEO, collation of board papers, and drafting of minutes.
- Preparing the Board calendar, Board work plan and Board Budget.
- Act as a channel for distributing and receiving information relating to board matters.
- Maintaining and updating governance documents such as the Board Charter, Committee mandates, Conflict of interest policy, e.t.c

- Managing Board development and training needs.
- Coordinating Board evaluation exercise.
- Ensuring corporate governance standards are maintained and improved.
- To act as the key liaison person between the Board and management of KEPSA and relevant stakeholders on legal and governance matters.
- Establish and manage budget for secretarial/corporate services spend and agree the same with management, for approval by the Board.
- Managing membership register, subscriptions and renewals / other membership matters

### **Legal Services**

- Advise the Board, Committees and the management on the regulatory, commercial and public law risks to enhance decision making and delivery.
- Where suitable represent the Company in any lawsuit or legal process through defending or instituting civil or criminal actions instituted by or against KEPSA in any court;
- Work with external counsel/advocates handling KEPSA litigation matters, including establishment of a panel of suitable law firms;
- Review all new agreements, contracts, Memorandum of Understanding, leases and other contractual commitments of KEPSA before they have been signed to mitigate any risk exposures;
- Manage legal support functions in sector groups/management team;
- Provide legal support services to KEPSA human resource function, including assisting in disciplinary matters;
- Maintain a legal repository for legal and statutory information regarding the Company (Memorandum and Articles of Association etc) (Codes, regulations, rules, guidelines, by-laws etc).
- Ensure that all aspects of legal risk are identified and covered in the implementation of new programs/projects, systems procedures and products and in continuing compliance programs.
- Embed the legal policies and procedures e.g Contractual arrangements, use of law firms, litigation policy, data protection policy.
- Establish and manage budget for legal spend and agree the same with management, for approval by the Board.
- Conduct legal research and analysis to support decision making and further provide the Board and management with governance and legal advice on any matters asked by the Board and the management; and also coordinate with internal departments to provide legal support and advice.
- Ensure effective processes and systems for the execution of contracts and other legal documents by authorised signatories and that complete and accurate copies of contract documentation are kept and are accessible.
- Protect and enhance the KEPSA's endeavours, objectives and reputation by providing timely and appropriate legal and governance services;

- Develop and deliver a corporate legal strategy that promotes and protects KEPSA's interests;
- Provide strategic support to the Board and management in matters relating to governance and legal compliance and take a pro-active role in ensuring that policies and processes in this area are fit for purpose;

### 3. QUALIFICATION

He/she must have the following qualifications:

- Bachelor of Laws (LLB) degree from a recognized university;
- Holder of Certified Public Secretary (CPSK) with a current practicing certificate
- A registered member of the Institute of Certified Public Secretaries of Kenya (ICPSK) and Law Society of Kenya (LSK) in good standing;
- An advocate of the High Court of Kenya with a current Practicing Certificate;
- Have a minimum of 8 years experience

### 4. SUBMISSION OF PROPOSAL

**a) Technical:**

1. Profile and capability statement of the applicant;
2. Experience in carrying similar assignment;
3. Applicant understanding of the TORs;
4. Qualifications and experience of the applicant;
5. Proposed detailed methodology to undertake this assignment;
6. Proposed work plan;
7. List of organizations (at least three) and type of work for which the applicant has delivered similar assignments in the last 5 years.

**Copies of documents to be attached:**

1. PIN certificate;
2. Current KRA Tax compliance certificate;
3. Detailed CV of the applicant.
4. Letters of recommendations/testimonials from at least three previous clients.

**b) Financial:**

The financial proposal should be adequately detailed covering professional fee and all other costs required to undertake the assignment including all taxes.

## 5. HOW TO APPLY

Interested consultants should send a proposal containing both technical and financial proposal. The technical proposal should include the applicant understanding of the TORs, methodology, and work plan including activity schedule, CV of the applicant, and recommendation letters from at least 3 current/previous clients. The financial report should include professional fees, taxes, and all other expenses required to undertake the study.

The Proposal should be emailed to: [procurement@kepsa.or.ke](mailto:procurement@kepsa.or.ke) not later than **14<sup>th</sup> May 2024**.

*The Voice of Private Sector in Kenya*

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