



**CORPORATE GOVERNANCE MANUAL FOR
GOVERNING BOARDS/COUNCILS OF
THE GHANA PUBLIC SERVICES**

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PREFACE

Corporate Governance seeks to create organizations that are governed transparently and with integrity and which are accountable and responsible, and operate efficiently and effectively.

In a lower level middle income economy, such as Ghana, government plays a major role in promoting economic and commercial activities for development through the creation of the enabling environment. Public Service organizations are therefore, expected to put in place appropriate policies, rules, regulations and monitoring and evaluation mechanisms for promoting effective good governance practice.

Weak governance practice in the Public Service organizations may lead to inefficiencies, low productivity, corruption and consequently retard economic growth and development of Ghana.

Major issues of concern to the Public Services include:

- Weak interface between political office holders and public servants in day-to-day administration of the public service;
- Lack of adherence to policy operating guidelines;
- Appointments of Board /Council members are not based qualification, competence, experience and commitment;
- Board /Council are changed any time a new Government is in power, regardless of provisions specified for their tenure in the enabling Acts of Agencies.
- Unhealthy Board/Council – Management relationships;
- Lack of comprehensive and regular capacity building and training for Board/Council members

In order to address the above mentioned concerns, as well as to respond to the numerous requests from public service organizations on matters relating to good corporate governance, the Public Services Commission has developed this Manual to streamline corporate governance practices.

It is expected that the implementation of this manual will accomplish the following:

- Improved strategic direction of public service organizations;
- Enhanced appreciation of the duties and responsibilities of a Board/Council member;
- Strengthened oversight responsibilities of Governing Boards/Councils ;
- Improved relationship between Boards/Councils and Management and staff
- Increased responsibility, transparency, accountability, efficiency and effectiveness.
- Adherence to set guidelines and standards ;
- Effective and efficient management of the organization for the achievement of the stated objectives;
- Improved risk management and reduced leakages within the organisations;
- Enhanced and sustained stakeholder satisfaction; and
- Improved overall operational performance of the public service.

This Manual which is made up of fourteen chapters covers the following the following topics:

- *Introduction*
- *Corporate Governance Architecture*
- *Appointment, Induction and Tenure*
- *Responsibilities and Duties*

- *Meetings*
- *Committees*
- *Remuneration*
- *Corporate Reporting and Compliance*
- *Board/Council – CEO Relationship*
- *Evaluation of the Board/Council*
- *Evaluation of the Chief Executive Officer*
- *Ethical Standards*
- *Risk Management*
- *Social Accountability*

In conclusion, operational challenges within organizations are a clear manifestation that the principles and practices of good corporate governance have not been sufficiently appreciated and adhered to in the Public Services. The promotion of good corporate governance must be shared responsibility among all stakeholders.

It is the hope of PSC that this Manual will be adopted and effectively used by both Boards/Councils members and indeed the staff of public service organizations.

Bridget Katsriku (Mrs)
Chairman
Public Services Commission

LIST OF ABBREVIATIONS

CACG -	Commonwealth Association for Corporate Governance
CEO -	Chief Executive Officer
CHRAJ	Commission on Human Rights and Administrative Justice
PSC -	Public Services Commission
SA -	Social Accountability

CHAPTER ONE

1.0 INTRODUCTION

1.1 Background

There is a growing demand on Government to be more transparent and accountable to its citizens. One of the pillars for the promotion of transparency and accountability is good governance. In simple terms, good governance refers the adherence to laid down policies, rules, regulations, structures and practices that lead to the achievement of expected results. In a situation where such rules, regulations, structures and practices are weak, or not adhered to, good governance ceases to exist.

There are certain factors which impede efforts to promote good corporate governance in public service organizations. Key among them is the lack of clearly defined interface between political office holders and the Boards/Councils on one hand and political office holders and Management of Agencies on the other. This results in unhealthy relationship between Boards/Councils and Management, developing into conflicts to the detriment of the organisations.

These challenges, coupled with the numerous complaints received, have necessitated the development of a Governance Manual by the Public Services Commission to guide Boards/Councils, Management and Sector Ministers on their governance functions, roles and responsibilities.

1.2 The Public Service

Article 190 (1) of the 1992 Constitution of the Republic of Ghana specifies the composition of the Public Services of Ghana as follows:

- (a) the Civil Service
- the Judicial Service
- the Audit Service
- the Education Service
- the Prisons Service
- the Parliamentary Service
- the Health Service
- the Statistical Service
- the National Fire Service
- the Customs, Excise and Preventive Service

the Internal Revenue Service

the Police Service

the Immigration Service, and

the Legal Service;

- (b) public corporations other than those set up as commercial ventures;
- (c) public services established by this Constitution; and
- (d) such other public services as Parliament may by law prescribe

1.3 Role of the Public Services

The Public Services play an important role in promoting the economic growth and Development of Ghana. The Public Services perform the following functions, among others:

- i. maintain law and order;
- ii. facilitate economic development and optimal use of resources;
- iii. ensure equitable distribution of such resources so that the citizens can live a quality of life that can be sustained;
- iv. maintain a good image of the country;
- v. assist the Government in the formulation and implementation of national policies;
- vi. facilitate regional and global integration; and
- vii. mobilize revenue for development.

1.4 Protection to the Public Officer

Article 191 of the Constitution gives protection to the public officer to enable him/her perform his/her functions. It states as follows:

“A member of the public services shall not be:

- (a) victimised or discriminated against for having discharged his/her duties faithfully, in accordance with the Constitution, or
- (b) dismissed or removed from office or reduced in rank or otherwise punished without just cause.”

CHAPTER TWO

2.0 CORPORATE GOVERNANCE

Corporate governance may be defined as a set of relationships between an organization's management, governing body, owners and other stakeholders in which power is exercised in the management of economic and social resources for enhanced performance and sustainable development.

2.1 The Importance of Good Corporate Governance

As a result of such diverse and important roles, good corporate governance in Public Service organizations:

- i. encourages global investors to invest in various sectors of the economy;
- ii. facilitates efficient and effective allocation of resources;
- iii. assures stakeholders, including the citizens that their welfare is of primary concern to the Government and that the Public Services will be managed efficiently and effectively;
- iv. creates an enabling environment where the citizens are empowered to voluntarily participate in governance so as to contribute towards national development; and
- v. assures stakeholders that those who mismanage or abuse the trust reposed in them shall be sanctioned in accordance with relevant laws, rules and regulations.

2.2 Public Sector Corporate Governance Framework

The Public Services present a complex and challenging corporate governance architecture made up of the following:

- 2.2.1 **Citizens** – they are regarded as the owners of Public Service organizations. Such Public Services were set up for public good.
- 2.2.2 **Government** – elected by the citizens and hold “shares” in trust for the citizenry.
- 2.2.3 **Sector Ministers** – they have strategic control consistent with their responsibility to Parliament and the public. They have oversight of Public Sector organizations.
- 2.2.4 **Parliament** – elected by the people, and part of the decision-making process in democratically elected countries, like Ghana. Parliament passes legislation which underpins the operating framework, including functions and powers of Public Services. Parliament acts as fiduciaries of the citizens.
- 2.2.5 **Boards** – they are appointed by the President in consultation with the Council of State. They have the responsibility for strategic direction, setting targets and reviewing the performance of management among other functions.
- 2.2.6 **Management and Other Staff** – the Chief Executive Officer is appointed by the President on the advice of the Board given in consultation with the Public Services Commission. Management is responsible for implementing strategy, and measuring performance.

2.3 Principles of Good Corporate Governance

The following principles of good corporate governance shall be adhered to by Boards/Councils to improve upon governance practices in Public Service organizations:

2.3.1 Rule of Law

Boards/ Councils shall follow due process. This means that the rights of employees shall be upheld during the investigation of an offence. The employee shall therefore be given the opportunity to defend himself. Penalty to be imposed shall be commensurate with the offence/misconduct so proven.

Article 23 of the 1992 Constitution states that “Administrative bodies and administrative officials shall act fairly and reasonably and comply with the requirements imposed on them by law and persons aggrieved by the exercise of such acts and decisions shall have the right to seek redress before a court or other tribunal.”

2.3.2 Accountability

Board/Council members must be ready to render account of their stewardship to the appointing authority. They shall be held responsible for all acts of omission or commission on their part. Accountability implies that Board/Council members shall protect the interests of organizations and govern them properly. Personal and parochial interests of Board/Council members should not take precedence over those of the organizations where they serve and the interests of the citizens.

2.3.3 Transparency

Board/Council members in their dealings with others shall handle all transactions with a forthright, frank and open manner. Transparency implies full disclosure. There shall be no secrecy about transactions handled by a Board/Council member on behalf of the rest. If a member is interested in a transaction or contract that the organization is about to enter into, the member shall make his intentions known to his colleagues.

2.3.4 Conflicts of Interest

Article 284 of the 1992 Constitution states that “a public officer shall not put himself in a position where his personal interest conflicts or is likely to conflict with the performance of the functions of his office”. Guidelines on Conflict of Interest issued by CHRAJ provide public officials with adequate information to assist them identify, manage and resolve conflicts of interest.

2.3.5 Integrity

This is a core value that relates to honesty and strong moral values. Integrity also applies to faithfulness and diligence. Board/Council members must avoid exhibiting double standards and misinformation.

Members shall be bold to resist fraudulent practices and shall not be complicit in all forms of corrupt practices.

2.3.6 Efficiency and Effectiveness

These principles refer to leadership that produces results. Efficiency and effectiveness imply that resources shall be used at best to produce maximum results. Board/Council

members shall refrain from misuse of corporate resources. Board/Council members shall participate in all Board/Council meetings to make decisions and retain full and effective control over the organizations. Appropriate internal controls shall be instituted and monitored to prevent or reduce waste in organizations.

2.3.7 **Social Accountability**

Board/Council members shall adhere to international principles as appropriate on:

- (a) human rights;
- (b) labour;
- (c) environment, health and safety; and
- (d) corruption

Board/Council Members must, therefore,:

- (a) be concerned with more than only economic events;
- (b) not be exclusively interested in financial issues;
- (c) be accountable to a broader group of stakeholders;
- (d) recognize that the success of their entities goes beyond reporting financial success.

2.3.8 **Code of Conduct**

- (a) Board/Council members shall impose upon themselves a Code of Conduct which shall define:
 - (i) the personal conduct of members;
 - (ii) relationship with the organization and its staff members especially ;
 - (iii)Management;
 - (iv)relationship with stakeholders;
 - (v) attendance and active participation at meetings by members;
 - (vi)adherence to the oath of secrecy, oath of office and unauthorized disclosure of information
- (b) Codes of conduct shall have sanctions to make them effective.
- (c) The code of conduct issued by CHRAJ shall be a source of authority for members.

2.3.9 **Independence**

Board/Council members must demonstrate independence of mind and thought. Members shall not allow themselves to be pressurised to engage in shady transactions for the benefit of others. Independence starts with self-confidence. Members shall seek a second opinion or legal advice when they are not sure about the consequences of their action, especially when the request to perform that transaction or activity came from a third party. The independence of a member is likely to be assured if he refrains from seeking favours from management or third parties.

2.3.10 Evaluation

The Board/Council shall on annual basis assess its performance and effectiveness as a team and that of individual members, including the Chief Executive Officer. This is in line with good corporate governance. Weaknesses noted shall be corrected through appropriate capacity development programmes and other behavioural changes.

Thus, corporate governance principles should involve:

- (a) effective interaction among the board/council, management, the external and internal stakeholders of the organisation;
- (b) the board/council members' understanding that their purpose is to protect the interests of the organisation, while considering the interests of other stakeholders; and,
- (c) the board/council knowing that its major areas of responsibility should be guiding, directing, and assessing the CEO, determining and overseeing the organisation's strategy, monitoring risks and control systems of the organization.

A well-structured organisation and governance system should be such that:

- (a) the assignment of tasks and responsibilities that define the job of individuals and units are cohesive;
- (b) the clustering of individual positions into units and units into departments and eventually into hierarchy of management are fluid;
- (c) the various mechanisms required to facilitate top-down coordination are functional;
- (d) the various mechanisms to foster across units/departments coordination are also effective;
- (e) the monitoring and control mechanisms are effective; and
- (f) there are no "leakages", and funds of the organisation are appropriately invested or managed.

The absence of any or all of the above, calls for organizational review, including the governance system.

The Manual would ensure that:

- (a) there is effective and efficient management so that the objectives of the entity are achieved;
- (b) organizational disasters that have engulfed many organizations globally may be avoided;
- (c) "leakages" in all sectors of the Public Service are avoided; and
- (d) Stakeholder satisfaction is achieved and sustained.

CHAPTER THREE

3.0 APPOINTMENT, INDUCTION AND TENURE OF BOARDS

3.1 Appointment

Article 70(1)(d)(iii) of the 1992 Constitution states that “the President shall, acting in consultation with the Council of State, appoint the Chairmen and other members of the governing bodies of public corporations”.

Article 190(3)(a) states that subject to the provisions of this Constitution, an Act of Parliament enacted by clause (1) of this article shall provide for the governing council for the public service to which it relates.

3.1.1 Personal Attributes

The following attributes shall be taken into consideration in appointing Board/Council members.

- A. **Strategic competence** – a major function of a Board/Council deals with strategy. The Board/Council shall constitute a “think-tank” that provides strategic direction of the organization.
- B. **Financial literacy** – it is the responsibility of Boards/Councils to review and approve financial statements prepared by management. The Members must possess analytical skills and be able to interpret financial statements and comment on them intelligently to ensure that all actions taken by management result in good financial health of the organization.
- C. **Communication and Interaction skills** – A Board/Council member must be able to articulate his opinions and listen with empathy.
- D. **Professional qualifications, knowledge and experience should include:**
 - (a) human resource management
 - (b) law
 - (c) financial management
 - (d) general management
 - (e) information and communication technology
- E. **Balance of skills** – even though it is unlikely to have individuals possessing all the qualifications listed above there should be a balance of individuals whose strengths and weaknesses are complementary.
- F. **Character** – Board/Council members must be individuals who have consistently exhibited high values in the society.
- G. **Commitment** – making oneself available for Board/Council meetings and other activities is essential.
- H. **Gender balance shall be imperative.**

3.2 Relevant data on potential Board/Council members

At the point of nomination, the appointing authority shall obtain all the relevant information about the potential Board/Council member.

No person shall be appointed as a Board/Council member unless he/she shall prior, to the appointment, has consented, in writing, to be appointed.

3.2.1 Formal Appointments

3.2.1.1 All appointments to Board/Council membership shall be in writing. Board/Council members shall swear the:

- (a) Oath of Office, and
- (b) Oath of Secrecy

3.2.1.2 Organizations shall keep registers of Board/Council members.

3.3 Tenure of office

The tenure of office of a Board/Council member shall be determined by the provision of any law existing at the time. Board/Council members must therefore study and be conversant with the legal instruments establishing their organisations.

Issues such as:

- (a) possible renewal of tenure
- (b) resignation of membership
- (c) replacement of a member, where necessary, and circumstances in which this may occur shall be provided for in the legislative instrument

3.4 Induction

Board/Council members shall go through an induction programme before the first Board/Council meeting.

3.4.1 The induction programme shall consist of:

- (a) induction pack, and
- (b) training programme

3.4.2 An induction pack shall consist of the:

- (a) Audited Annual Report and Accounts of the organization over the previous three years;
- (b) Strategic Plan (or at least the Executive Summary thereof) ;
- (c) Organogram;
- (d) Minutes of previous Board/Council meetings (for the last six months);
- (e) Description of Board/Council procedures;
- (f) Corporate Governance Manual for the Public Services;
- (g) Schedule of dates of Board/Council and Committee meetings;

- (h) Names, addresses and telephone numbers of other Board/Council members and secretary;
- (i) Legal document establishing the organization;
- (j) Matters Reserved for the Board (or Authorisation Limits);
- (k) Any other document that the new Board/Council member(s) must have;

3.4.3 A training programme shall focus on:

- (a) the structure and role of the Public Service;
- (b) sector specific for the Board/council members;
- (c) management briefing specific to the organization;
- (d) corporate governance;
- (e) procurement process;
- (f) performance management;
- (g) policy decision making process;
- (h) budget process;
- (i) government machinery;
- (j) strategic planning;
- (k) financial management;

3.5 Familiarisation visit

As part of the induction programme, Board/council members shall visit branches and facilities of the organization to familiarise themselves with employees, ascertain the conditions under which they operate and the equipment they operate with.

3.6 Capacity Development

- 3.6.1 Apart from the initial induction programme, organizations shall make provision for the capacity development of Board/Council members.
- 3.6.2 Irrespective of a Board/Council member's experience and or academic and professional qualification, the need for continuous capacity development is a necessary requirement.

3.7 Termination

- 3.7.1 **A.** The tenure of Board/Council members shall come to an end when the period for appointment ends.
- B.** When members resign their appointments upon submission of written notice of resignation to the appointing authority. A member may resign for various reasons including:
 - i) personal
 - ii) major conflict of interest
 - iii) health
 - iv) concern over the position of the organization
 - v) serious dissent with other Board/Council members.
- C.** A member who wishes to resign may discuss the subject with other members before submitting the resignation letter.

D. Death, naturally ends membership of a Board/Council.

E. Removal by the appointing authority.

3.7.2 The President acting in consultation with the Council of State may remove a Board/Council member. In line with best practice, the member shall be notified of the grounds for his removal.

3.7.3 Dissolution of the Board/Council

A member of a Board/Council shall be deemed to have ceased to be a member, if the Board/Council is dissolved by the appointing authority, and re-constituted, without his inclusion in the membership.

3.7.4 Resolution

The membership of a Board/Council shall be deemed to have been revoked; if the appointing Authority approves the passed resolution of the Board/Council, to the effect that his/her continued membership would be inimical to the operations of the Board/Council or to be in the public interest.

CHAPTER FOUR

4.0 RESPONSIBILITIES, DUTIES AND LIABILITIES

4.1 Governing Board/Council

A. Responsibilities

The main areas of responsibilities of a Board/Council are:

4.1.1 Strategic direction

- i. Provide leadership for the attainment of the organization's vision, mission, values and structure.
- ii. approving the strategic plan, annual budgets and other relevant documents.
- iii. submitting statutory and other periodic reports to the appropriate officer

4.1.2 Policies

Formulating organizational policies and monitoring their implementation

4.1.3 Risk Management

Understanding the risks that the organization faces and setting acceptable threshold for these risks.

4.1.4 Management oversight

The oversight responsibilities of the Board/Council include the following:

- (a) ensuring that the shareholder's (Government of Ghana) long-term interests are served;
- (b) working with the management to determine the organization's mission and long-term strategy;
- (c) promoting sustainable and cost-efficient activities of the organization;
- (d) establishing and promoting the objectives, business and integrity of the organisation;
- (e) ensuring the timely appointments and confirmation of the CEO and other top management position holders of the organization;
- (f) establishing internal control over financial reporting, and assessing the organisation's risks and strategies for risk mitigation;
- (g) monitoring the performance of management in achieving set objectives of the organization;
- (h) requesting appropriate reports from Management;

4.1.5 Compliance

Boards/Councils shall ensure compliance with all applicable laws and regulations of the land.

4.1.6 Appointments

Board/Councils shall ensure the appointment of the Chief Executive Officer and other management staff in accordance with Article 195 of the Constitution.

4.1.7 Auditing

Board/Councils shall ensure

- regular internal/external auditing of the business transactions and financial statements of the organization.
- that audit recommendations are implemented promptly.

4.1.8 Human Resource Management

Board/Councils shall ensure the development of appropriate Human Resource Management systems, policies, procedures and practices to promote high productivity.

4.1.9 Procurement & Other Business Transactions

Board/Councils shall ensure that the organization discharges all contractual obligations in line with the Public Procurement Act 2003(Act 663).

Boards/Councils and management of organisations must exercise all the powers under their mandate subject to the limitations contained in the Constitution, Acts of Parliament and to any other lawful directives.

B. Duties of Boards/Councils

The major duties of Board/Council members are to:

- (a) keep themselves abreast with the organization's business.
- (b) ensure good corporate governance.
- (c) exercise fiduciary duty of care not to put themselves in a position where there is a potential conflict between their own personal interest and their duty to the organization.
- (d) ensure critical review of all proposals and other issues placed before the Board/Council.
- (e) Prepare for Board/Council meetings, study working papers and be prepared to ask pertinent questions at meetings.
- (f) Uphold the values of accountability, efficiency, probity and transparency.
- (g) periodically update themselves on corporate governance
- (h) Have the general knowledge, skills and experience that may reasonably be expected of a Board/Council member carrying out the specific duties in relation to the organization.
- (i) Undertake to act for the organization in a relationship of trust and confidence.
- (j) ensure that,

- i. decisions are made methodically and promptly
- ii. reasons for such decisions are recorded and when necessary, seek expert advice

C. Liabilities

- 4.1.11 Board/Council members are jointly and severally liable whenever a liability arises. In other words, they are liable both together as a group and individually.
- 4.1.12 Where there is a breach of duty by any member of the Board/Council, the Board/Council Members may recommend any of the following actions:
- i. request for restoration of its property, where applicable;
 - ii. demand return or refund of profit, where applicable;
 - iii. abrogate the contract, where applicable;
 - iv. claim damages to indemnify the organization as a result of loss suffered;
 - v. injunction to prevent the Board/Council member from carrying out, or continuing with the specific breach of duty;
 - vi. sue the Board/Council member for negligent performance;
 - vii. recommend dismissal of the Board/Council member;

D. Disclosure of Interest

- 4.1.13 Board/Council Members shall declare their interest and abstain from an issue under deliberation by the Board.
- Failure to disclose ones interest shall lead to a member losing membership of the Board
 - All Boards/Council Members shall declare their assets and liabilities in accordance with Article 286 of the 1992 Constitution.

4.2 The Chairperson

- 4.2.1 The responsibilities of a Board/Council chairperson include:
- (a) determination of agenda, venue and date of Board/Council meetings in consultation with the Chief Executive and the Secretary;
 - (b) convening Board/Council meetings;
 - (c) presiding over the meetings of the Board/Council and ensuring smooth functioning of the Board/Council in line with good corporate governance;
 - (d) providing overall leadership to the Board/Council without limiting the principle of collective responsibility;
 - (e) acting as the main link between the Board/Council and Sector Minister or NDPC, and also between the Board/Council and the Chief Executive Officer;
 - (f) leading the Board/Council in the determination of the organisation's strategy and in monitoring the achievement of its goals;

- (g) ensuring that Board/Council committees are properly established and composed with clearly defined terms of reference;
- (h) projecting a positive image for the organisation;
- (i) leading in evaluating and monitoring the compliance with organisational policies and governance processes.

4.3 The Chief Executive Officer

4.3.1 Executive Head

The Chief Executive Officer is the executive head of the organization. Other alternative titles used within the Public Service include:

- (a) Director-General
- (b) Executive Director
- (c) Executive Secretary
- (d) Administrator
- (e) Registrar
- (f) Any other in the Chief Executive Officer category

For the purposes of uniformity and consistency, the title “Chief Executive Officer” has been adopted.

4.3.2 Core functions

The core functions of the Chief Executive Officer include the following:

- (a) day to day administration of the corporate entity
- (b) providing strategic leadership for the management of the organization;
- (c) providing leadership in achieving goals and objectives;
- (d) developing operational plans and budgets for Board’s/Council’s approval;
- (e) monitoring activities of the organization to ensure that targets are met;
- (f) safeguarding assets of the organization;
- (g) maintaining a positive and ethical work climate;
- (h) providing the Board/Council with timely, relevant and accurate information for purpose of decision making;
- (i) implementing Board/Council decisions promptly.
- (j) acting as the chief disciplinary officer of the organization
- (k) ensuring that management staff are informed of Board/Council decisions affecting their departments;

4.3.3 The Board/Council Secretary

4.3.4 Public Service organizations shall have Secretariats headed by a Secretary to ensure the smooth execution of Board/Council functions.

4.3.5 The position of the Secretary may be encumbered as follows:

- (a) by appointment in accordance with the provision in the Act of the organization;
- (b) by the CEO where the Enabling Act so provides;
- (c) by the appointment of a lawyer who is designated also as the Board Secretary;
- (d) the designation by the Board/Council and the CEO of a member of staff of the management to act as secretary to the Board.

4.3.6 The core responsibilities of the Secretary include the following:

- (a) organising Board/Council and committee meetings in consultation with the Chief Executive Officer and the Board Chairman;
- (b) taking minutes of proceedings at meetings;
- (c) guiding the Board/Council collectively and individually as to their duties and responsibilities;
- (d) making Board/Council members aware of all relevant regulations and legislations relevant to their functions;
- (e) preparing meeting agenda in consultation with the chairman and other members;
- (f) maintaining statutory registers;
- (g) providing inputs for the preparation of Board/Council work plan (calendar of activities);
- (h) coordinating management reports for consideration by the Board/Council
- (i) organizing induction programmes for Board/Council members.

4.3.7 A good, working relationship between the secretary and the Board/Council Chairman is critical to the effective running of the Board/Council.

CHAPTER FIVE

5.0 MEETINGS OF THE BOARD/COUNCIL

5.1 Meeting

5.1.1 The term meeting includes, except where inconsistent with any legal enactment:

- (a) physical presence of members;
- (b) video conference or similar electronic channel allowing simultaneous visual and audio participation;
- (c) telephone conferencing; and
- (d) written resolution signed by all Board/Council members

5.2 Procedure for convening meetings

Meetings shall be convened in accordance with the provisions in the enabling Act. Generally, requisitioning of a Board/Council meeting shall be the responsibility of the Board/Council chair in consultation with the CEO. Various laws of organizations shall give further directives on the subject. Notice of a Board/Council meeting shall indicate proposed date, time, venue and agenda.

5.3 Frequency of meetings

The frequency of Board/Council meetings shall be indicated in the laws establishing organizations. In the absence of such provision, the Board/Council shall meet quarterly. The Board/Council shall establish a schedule for holding its meetings.

5.4 Effective meetings

Effective meeting is characterised by:

- (a) appropriate agenda for the meeting
- (b) high attendance by members beyond quorum;
- (c) punctuality at meetings;
- (d) receipt of Board/Council papers in good time by members;
- (e) thorough preparation by members;
- (f) effective control and conduct of meeting by the chairperson;
- (g) open and frank discussions by members;
- (h) decisions made and not postponed;
- (i) proceedings/minutes duly recorded and signed;
- (j) follow-up on action taken on decisions to ensure that all decisions are implemented.

5.5 Duration

The duration of Board/Council meetings shall be determined by the agenda to be discussed and the frequency of meetings held by the Board/Council.

Duration shall also be influenced by Board/Council culture, effective use of time, effective committee work and dispatch of documents to members in good time.

5.6 Agenda of meetings

The Chairperson and the Secretary shall draw up the agenda of the meeting in consultation with the Chief Executive Officer and other Board/Council members.

The agenda shall contain the list of items of business to be discussed at any particular meeting, including:

- (a) confirmation of previous minutes;
- (b) matters arising from decisions taken at the previous meeting;
- (c) formal approval of matters requiring limited discussions;
- (d) reports from management staff: CEO, finance director, etc.;
- (e) reports from standing committees;
- (f) operational policy issues;
- (g) strategic issues; and
- (h) any other business.

5.7 Working Papers for Board/Council Meetings

The Board/Council shall determine the form, structure and time of receipt of all papers for discussion. To make good decisions, a Board/Council must receive the right information from the Chief Executive Officer at the right time as per Board/Council policy and in the right form.

5.8 Quorum

The number of members constituting a quorum may be found in the legal document establishing the organization. In the absence of such provision, the Board/Council shall decide on the quorum for its meetings, which shall not be less than one half (1/2) of the membership.

The governing document may state whether the quorum is needed to start a meeting or must be maintained throughout the meeting.

In the absence of any specific provision the Board/Council must establish a position by making a suitable rule.

Where a quorum is not obtained, the meeting can be automatically adjourned for some days and members reconvene at a later time when a quorum will be attained.

It is a practice when quorum is not obtained for members present to meet and arrive at decisions which are ratified at the next meeting when a quorum is formed. This should be an exception. Those who agree to serve on Boards/Councils must be committed to the service of the organization and attend meetings.

5.9 The Role of the Chairperson

The chairman shall perform the following functions in relation to Board meetings:

- (a) ensure that the Secretary has sent out the notice, agenda and supporting documents in good time in accordance with Board/Council policy;
- (b) ensures that items on the agenda can be covered within the time set for the meeting;

- (c) signs minutes of previous meeting after approval;
- (d) acts as a facilitator ensuring that no member dominates discussion, that appropriate discussion takes place and that relevant decisions are made;
- (e) offers members the opportunity to speak on each item and encourages them to participate fully in the meeting;
- (f) ensures that Board decisions are implemented

5.10 The Role of the Secretary to the Board/Council

The Board/Council Secretary shall perform the following functions:

- (i) notifies members of the time, date and place of meeting; prepares the agenda and circulates it with associated papers; responsible for the following housekeeping arrangements:
 - (i) ensures that the meeting venue is arranged;
 - (ii) appropriate logistics have been secured for the meeting;
 - (iii) reminds management staff who are to make presentations appropriately;
 - (iv) ensures that there are spare copies of all documents needed for the meeting;
 - (v) ensures that the meeting is properly convened (i.e. there is a quorum);
 - (vi) resists the temptation to speak on anything other than procedural matters or when requested to give an opinion;
 - (vii) advises, without request or invitation from the chairman, if any action proposed to be taken by the Board/Council is unlawful or contrary to the governing document or any other legal enactments;
 - (viii) records proceedings at the meeting;
 - (ix) conveys and monitors decisions of the Board/Council; and
 - (x) keeps custody of official documents of the Board/Council

5.11 Conduct of Meeting

The meeting shall be conducted as follows:

- a) chairman calls the meeting to order
- b) agenda is approved
- c) apologies received, if any
- d) read and confirm minutes of previous meeting
- e) consider matters arising from the minutes
- f) receive and consider the report of the CEO
- g) receive and consider specific management reports
- h) receive and consider reports from standing committees
- i) consider new business and any other business

5.12 Emergency Meeting

Emergency meeting may be convened in accordance with the provisions in the enabling Act, where applicable to discuss matters that are urgent and cannot wait for the regular meeting. An emergency meeting shall discuss matters giving rise to its calling.

5.13 Minutes/Records of proceedings

It is a legal requirement that minute of all meetings of the Board/Council and any Committees of the Board/Council are kept. Minutes are public documents that become part of the historical record of an organisation and therefore must be accurately captured.

The minutes shall record:

- (a) the precise wording of any resolution;
- (b) summary of discussion on each item of business;
- (c) information upon which the decision was based;
- (g) details of the decision;
- (h) action required; and
- (i) date, time and venue for next meeting

The minutes shall be signed by the chairman. The chairman shall initial all pages and sign the last page.

The minutes shall be prima facie evidence of the proceedings of the Board/Council members.

The Minutes shall be confirmed and approved by members who were present at the earlier meeting.

5.14 Board Decisions

Board decisions may be arrived at in one or a combination of the following:

- (a) consensus;
- (b) compromise;
- (c) majority vote; and
- (d) casting vote.

5.15 Collective Responsibility

Board/Council members are jointly and severally responsible for the decisions of the Board/Council and the actions taken thereon by management of the organisation. Board/Council members are therefore expected to accept collective responsibility for the decisions of the Board/Council as loyal members of the Board/Council.

However, where a member is unable to agree with his/her colleagues on the decisions made, then he/she should consider taking any or all of the following options:

- (a) express in unequivocal terms, his dissent and the reasons thereof;
- (b) request for a second professional opinion on the subject;
- (c) request that the decision be postponed for further research, reflection and consultation;
- (d) document his/her dissent and request that his decisions be put in the minutes;
and
- (e) request for a special Board/Council meeting to consider the subject;

5.16 Where a member is still dissatisfied after exploring the options above, he/she may pursue the following options:

- (a) inform the appointing authority about the developments; or
- (b) resign as a member of the Board/Council

CHAPTER SIX

6.0 COMMITTEES OF BOARDS/COUNCILS

6.1 Standing Committees

6.1.1 Standing committees may be formed to facilitate the decision making process of the Board/Council. Standing Committees must have Terms of Reference.

6.1.2 While the Acts establishing some public service organizations may prescribe the types of committees that should be formed, the Board/Council is at liberty to form any committee that it considers necessary for the efficient discharge of its mandate.

6.1.3 Benefits

The benefits inherent in the use of the committee system include the fact that they:

- (a) are smaller in size and are able to devote more time to the assignments on hand;
- (b) can delve into complex issues;
- (c) can act as a liaison between the Board/Council and Management and thus take off a lot of pressure from Management; and
- (d) facilitate decision making process of the full Board/Council.

6.2 Types of Standing Committees

The following are some of the key standing committees a Board/Council may form based on the provisions made in the enabling Act or other applicable statutory provisions:

- (a) Human Resource, Administration and Legal Committee
- (b) Audit Report Implementation Committee
- (c) Finance Committee

6.2.1 Details of Standing Committees

6.2.1.1 Human Resource Management, Administration and Legal Committee

The role of this committee is to assist the Board/Council to oversee activities and programmes related to human resource management, administration and legal issues.

The Committee shall be responsible for the following:

- (a) Human Resource Management

The committee shall:

- i. ensure the organization has appropriate human resource policies for recruitment, capacity development, career and succession planning, compensation and reward systems;
- ii. monitor implementation of such policies;

- iii. review conditions of service of management and employees and make appropriate recommendations to the Board/Council;

(b) Governance

- i. oversee all arrangements for the induction of new Board/Council members;
- ii. coordinate Board/Council evaluation and provide feedback to the Board/Council;
- iii. ensure the organization adopts best practice in every aspect of the operations of the Board/Council;
- iv. report to the Board/Council on developments in corporate governance
- v. recommend strategic direction of the organization;
- vi. formulate policies that will improve upon Board/Council-Management relations;
- vii. ensure that there is a succession plan in place for all management positions;

(c) Legal

- i. recommend to the Board/Council amendments to the legislative document;
- ii. ensure that the organization complies with all legal issues pertaining to their area of operation;
- iii. advise on legal issues.

(d) Ethics

- i. review and recommend to the Board/Council all matters pertaining to professional standards and practice.
- ii. ensure that there is a code of conduct in place for Board/Council members, management and employees and monitor its implementation.

(e) Remuneration

Specific responsibilities include:

- i. review and recommend to the Board/Council for approval, of staff and management , compensation plans;
- ii. review board remuneration and make recommendations to the Board/Council for approval and onward transmission to Ministry of Finance through the Sector Minister;
- iii. monitor compliance by management with regard to their terms and conditions of contract; and
- iv. recommend appropriate guidelines for staff performance approval, rewards and sanctions.

6.2.1.2 Audit Report Implementation Committee (ARIC)

The purpose of ARIC is found in the Audit Service Act 2000 (Act 584)

(a) Objectives:

The Committee is:

- to assist the Board/Council in carrying out its duties in relation to audit reports and regulatory conformance.
- serves as a forum for interaction between the Board/Council and internal and external auditors.

(b) Responsibilities

The responsibilities of the Committee are as follows:

External Audit

- i. Negotiate and agree on the level of audit fees;
- ii. Review the annual audit plan with the external auditors;
- iii. Clarify matters arising in the management letter and satisfy itself that they are being followed up;
- iv. Obtain assurance from the external auditor that adequate accounting records are being maintained.

(c) Internal Audit

The Committee shall meet with the internal auditor to review:

- i. the objectives, plans and policy of the internal audit department;
- ii. the quality of internal audit staff and the training needed to update their skills; and activities or operations of Internal Auditors

(d) Internal Control

The Committee shall:

- i. review the adequacy of the internal control of the organisation;
- ii. request for reports from management on specific issues of internal control;
- iii. request for annual report from the Chief Executive Officer on the subject;
- iv. discuss with internal and external auditors about the scope and nature of the operations;
- v. review the whole system of internal control, including financial control and risk management.

6.2.1.3 Finance Committee

The financial administration of each agency needs to be supervised by the Board/Council. Therefore the Finance Committee's role is to assist the Board/Council to ensure sound and effective financial management

6.2.1.4 **Audit, Risk and Internal Control Committee**

- (i) Will comprise Board Members only.
- (ii) At least one member of the Audit Sub Committee should have significant and relevant financial/audit experience.
- (iii) Other responsibilities include:
 - Recommend audit fees in accordance with the Procurement Law
 - Review of the financial statements and any interim audit reports produced
 - Hold discussions with Auditors on any significant matters that arise on the audit
 - Review of internal audit program and significant findings of internal auditors
 - Review of the audit report and any management letters of External Auditors
 - Review of system of Internal Controls

6.2.2 **Financial Management Reporting**

- (a) The Committee is responsible for reviewing the financial statements and the budget of the organization. In the review, the committee shall take note of:
 - i. any changes in accounting policies and practices;
 - ii. any unusual transactions;
 - iii. any proposed adjustment not implemented and the reason for non-implementation;
 - iv. alternative methods of disclosure;
 - v. implementation of any new accounting system;
 - vi. compliance with accounting standards; and
 - vii. variances in revenue and expenditure and the reasons thereof .
- (b) The Committee is responsible for oversight of compliance with statutory responsibilities relating to financial reporting in accordance Financial Administration Regulation, 2004 (LI 1802).
- (c) Investment
 - i. shall review all investment proposals and make recommendations to the Board/Council;
 - ii. shall formulate appropriate policies on investment and recommend to the Board/Council;

- iii. monitor and evaluate all investments to ensure that the organization is receiving value for money; and
- iv. advise on placement of surplus funds or sourcing funds to meet operational needs

6.3 Appointment of Standing Committee members

6.3.1 Composition

- (a) The Board/Council shall constitute the membership of the standing committees.
- (b) The chairperson of a Committee shall be appointed by the Board/Council. However, the Board/Council may also delegate that responsibility to the members themselves.
- (c) Non-Board/Council members may be co-opted as members.
- (d) General standing Committees not to be chaired by Chairman

6.3.2 Secretary

The Secretary to the Board/Council shall serve as secretary to all standing committees, unless otherwise prescribed by the enabling Act.

6.3.3 Terms of Reference (TOR) for Standing Committees

The Board/Council shall determine the TOR of the Standing Committee unless it is explicitly provided in the enabling Act.

6.3.4 Conduct and Procedures of Committee Meetings

Committees shall observe the same rules of conduct and procedure as the Board/Council.

Meetings shall be called by the use of notice and agenda. Papers shall be dispatched to members at least two weeks before each meeting to allow for through preparation.

6.3.5 Participation of Management in Committee meeting

Senior Management staff may be invited to the meetings of the Committee to provide technical/professional advice as and when necessary. They shall not be eligible to vote on issues requiring decision-making. They may also be excluded from participating in some aspects of the meeting by the Committees.

6.3.6 Recommendations of Committees

Committees shall submit written recommendations to the Board/Council for consideration and approval. Committees shall not make decisions, except where they have been specifically authorised by the Board/Council to do so.

6.3.7 Authority

For purposes of carrying out their assignments, standing committees may be authorised to:

- (a) consider all issues within their terms of reference;
- (b) obtain professional advice and opinion; and
- (c) consult and seek information from employees of the organisation, where necessary

6.3.8 Quorum

The quorum for standing committees meetings shall be spelt out in the TOR.

6.3.9 Evaluation of the performance of Standing Committees

Committees shall undertake self-review of their operations annually. Report on the review shall be submitted to the Board/Council, for consideration and guidance.

CHAPTER SEVEN

7.0 REMUNERATION OF THE BOARD/COUNCIL

The enabling Acts establishing Public Service organizations make provision for the payment of allowances to Board/Council members.

Does not include tertiary institutions

7.1 Allowances

Board /Council members shall be paid allowances determined by the Board/Council in accordance with prevailing guidelines issued by the Minister of Finance.

Need to review laws to give effect to guideline and to be in conformity with directives by Ministry of Finance

7.1.1 Factors for determining the payment of Allowances

The following factors must be considered in determining allowances;

- (a) the responsibilities of a Board/Council members;
- (b) the risk factors involved;
- (c) ability to pay; and
- (d) fairness to the organization

Basis of categorization must be added as appendix or posted on website

7.1.2 Sitting allowance is paid when the Board/Council meets. Those who do not attend Board/Council meetings are not eligible to receive this allowance. There shall be retainer fee payable monthly to all board members in line with the Ministry of Finance guidelines on allowances.

7.1.3 Accommodation and other related logistics shall be arranged when members travel to attend meetings outside their domicile.

7.1.4 Unless included as part of the allowances, Board/Council members should be **reimbursed** for all **direct and reasonable** approved expenses in relation with agency activities.

7.2 Review of Board /Council Allowances

The Board/Council allowances shall be budgeted for and reviewed periodically in accordance with Ministry of Finance guidelines.

7.3 Board Committee Allowances

The Board/Council shall determine appropriate sitting allowances to be paid to committee members.

7.4 Chairman's Allowance

The Board/Council Chairperson shall receive a higher amount than members. This principle is in line with the extra work and responsibility that the chairperson shall be called upon to perform.

7.5 Forms of Payment

Payment to Board/Council members may be by cash, cheque or electronically.

7.6 Tax on Allowances

The amount paid shall be net of tax.

CHAPTER EIGHT

8.0 CORPORATE REPORTING AND COMPLIANCE

8.1 Oversight Responsibility

The oversight responsibility of the Board/Council requires demanding appropriate reports from Management.

8.2 Financial Reporting (Edit numbering)

8.2.1 The responsibilities of Board/Council members with regard to financial reporting, are to:

- (a) ensure that competent and qualified accounting staff are employed;
- (b) ensure that organizations prepare financial statements in accordance with approved existing accounting standards;
- (c) maintain adequate systems of internal control within the organization; and
- (d) ensure the integrity and adequacy of the financial statements
- (e) ensure preparation of annual budget

8.2.2 Financial Statements (unaudited)

The report shall be submitted periodically in accordance with the Financial Administration Act, 2003, (Act 654) and the Financial Administration Regulations 2004 LI, 1802.

8.2.3 Internal Audit Reports

The Board/Council shall demand periodic audit report in accordance with the Internal Audit Agency Act, 2003 (Act 658).

The reports shall indicate any weaknesses that were detected during the audit. It must contain Management responses on action taken or intended to be taken.

8.2.4 Annual Budget

The Board/Council shall approve the annual budget of the organization before submission to the sector Minister or relevant body and monitors its implementation.

8.2.5 Audited Financial Statements

- (a) Within the Public Service, the Auditor-General is the statutory auditor. The Auditor General may delegate this function to an auditing firm.
- (b) Board/Council members shall receive, review and approve the audited financial statements.
- (c) Board/Council members must call for the Management Letter, which will indicate any weaknesses the statutory auditor came across in the performance of his/her duties.
- (d) Management must respond to all the issues raised in the Management Letter.
- (e) The Audit Review Implementation Committee is the appropriate Board/Council organ to:

- i. review all the reports and make recommendations to the Board/Council for approval, and
 - ii. liaise with Management to ensure that recommendations are implemented.
- (f) The Board/Council shall sanction management for non-implementation of ARIC recommendations

8.2.6 Strategic Planning

- (a) The Board/Council shall ensure the development and the implementation of the Medium Term Development Plan (MTDP) of the Organization;
- (b) Monitor and evaluate the performance of the MTDP.

8.3 Operational Reports

- (a) The Board/Council shall ensure the preparation of quarterly and annual operational reports.
- (b) Operational reports shall cover the core business of the Public Service organization.
- (c) The report shall indicate the resources needed to help achieve maximum results and how these resources shall be acquired in view of financial constraints.

8.4 Human Resource Management Report

The Board/Council shall ensure that approved training programmes for staff are implemented and other approved HR programs submitted to it annually.

8.5 Compliance

The work of Public Service organizations and the Board/Council shall be carried out in accordance with their enabling Acts as well as the Public Procurement Act, 2003 (Act 663) and other relevant statutes including the following :

- (a) Internal Audit Agency Act, 2003 (Act 658)

The Internal Audit Agency has been established as a central agency to coordinate, facilitate monitor and supervise internal audit activities within Ministries, Departments and Agencies and Metropolitan, Municipal and District Assemblies in order to secure quality assurance of internal audit within these institutions of state.

It is necessary for Board/Council members to understand the working arrangements between the Internal Audit Agency and the internal audit unit of MDAs and MMDAs.

(b) Financial Administration Act, 2003 (Act 654)

The Act was promulgated to:

- i. regulate the financial management of the public sector;
- ii. prescribe responsibilities of persons entrusted with financial management within the public sector; and
- iii. ensure the effective and efficient management of state revenue, expenditure, assets, liabilities and resources of the Government, the Consolidated Fund and other public funds.

(c) Labour Act, 2003 (Act 651)

The Labour Act regulates the relationship amongst labour, employers, trade unions and industrial relations, it applies to all workers and employers except the Armed Forces, the Police Service, the Prison Service and the security and intelligence agencies specified under the Security and Intelligence Agencies Act, 1996 (Act 526). Board/Council members must be conversant with the law because of its dealing with the human resource in the organization.

CHAPTER NINE

9.0 THE RELATIONSHIPS AMONG BOARD/COUNCIL, THE CHIEF EXECUTIVE OFFICER AND SECTOR MINISTER

9.1 Appointment of Chief Executive Officer (CEO)

The CEO shall be appointed by the President in accordance with the advice of the governing Board/Council given in consultation with the PSC, (Article 195 of 1992 Constitution).

9.2 Terms of Appointment

Terms of appointment shall be as specified in the appointment letter issued by the PSC and other appointing authorities. They shall indicate tenure of office in all appointment letters. There is a need to harmonise all laws on appointments.

9.3 Accountability

The CEO is accountable to the Board/Council for the effective and efficient administration of the organization. The CEO must ensure that the Board/Council is presented with all the information relevant to any matter on which it is expected to make a decision.

9.4 Authority

The CEO derives his/her authority from both the Board/Council and the enabling Act.

9.5 Matters Reserved for Approval by Boards/Councils

The Board/Council shall approve the following, subject to existing regulation of the Public Service:

- (a) Appointment/Promotion of senior staff
- (b) Conditions and Schemes of Service
- (c) Accounting Policies
- (d) Determine authorization limits
- (e) Financial Statements (both audited and unaudited)
- (f) Annual Budget
- (g) Strategic Plan
- (h) Opening and Closure of Bank Accounts
- (i) Investments
- (j) Overseas business travels and training of the CEO
- (k) Annual report

9.6 Matters Reserved for the CEO

- (a) Day-to-day administration of the organisation
- (b) Operation of bank accounts as laid down in the Financial Administration Regulations, 2004
- (c) Appointment/promotion of junior staff

9.6.1 It should be noted, however, CEOs are not responsible for policy-making and therefore must act in good faith to allow the Boards/Councils exercise their policy-making functions.

9.7 Cooperation between the Board/Council and the CEO

The working relationship between the Board/Council and the CEO must be cordial and mutually respectful to enhance growth and success for the organization. Board/Council and CEO must cooperate in order to fulfill their mutual functions in the following areas:

- (a) policy formulation and implementation
- (b) appointment/promotion of senior management
- (c) determination and advising on compensation
- (d) reviewing organizational structure
- (e) instituting internal control
- (f) strategy formulation and implementation
- (g) risk management
- (h) corporate oversight and internal control

9.7.1 It should be noted however, Boards/Councils do not have administrative or executive functions unless otherwise specified in the enabling Act and must act in good faith to allow the CEO to exercise his/her administrative functions fully.

9.8 The following are some of the possible causes of conflict between the Board/Council and the CEO:

- (a) lack of authorisation limits;
- (b) lack of clear understanding of the different roles between the Board/Council (governance) and the CEO (management);
- (c) where the Board/Council attempts to “micro manage” either due to lack of understanding of role or abuse of power;
- (d) where CEOs erroneously think that Board/Council and CEO have the same appointing authority and therefore CEOs are not accountable to the Board/Council;
- (e) where Boards/Councils attempt to allocate to themselves corporate facilities such as vehicles, office space etc.;
- (f) power struggle between some Board/Council members and the CEO;
- (g) personality clash between CEO and chairperson or among members; and
- (h) lack of mutual respect between CEO and Board/Council members.

9.8.1 *Board members are not entitled to the allocation of permanent office space and vehicles for their personal use.*

9.9 Resolution of Conflicts

Conflicts between the Board/Council and the CEO must be resolved as quickly as possible in order that organizations do not suffer from the negative impact. Where necessary, assistance of the PSC may be sought.

Conflicts to be resolved normally within a month

9.10 Sector Minister – Board/Council Relationship

Upon appointment as Board/Council members by the President, a working relationship begins between the Sector Minister and the Board/Council. A good working relationship between the Sector Minister and the Board/Council will facilitate the achievement of corporate objectives.

The relationships may be classified as:

- (a) Ministerial Support;
- (b) Business Planning; and
- (c) Policy Advice

9.10.1 Sector Ministers shall hold the Boards/Councils accountable for their performance subject to provisions of the enabling Act.

This process shall involve:

- (a) Regular Ministerial and portfolio briefings as may be agreed between the Minister and the Board/Council;
- (b) Advising Minister as and when required;
- (c) Submission of quarterly performance report to the Minister or appropriate authority

9.10.2 Copies of approved strategic plans of Public Service organizations must be given to the sector Ministers to enable them understand the dynamics of the organizations.

9.10.3 Sector Minister - CEO Relationship

A good working relationship between the Sector Minister and the CEO will facilitate the achievement of corporate objectives.

The relationships may be classified as:

- (a) Providing Technical Advice as and when needed by the Minister

9.10.4 Ministry and Agency relationship

CHAPTER TEN

10.0 EVALUATION OF THE BOARD/COUNCIL

10.1 Accountability

Performance Management is a means where Boards/Councils measure how far they have been able to discharge their responsibilities. The Board/Council shall undertake periodic review of its performance, with the aim of improving upon the performance of the individual member and the Board/Council as a whole.

10.2 Benefits

The benefits of Performance Evaluation or Appraisal are many and include the following:

- (a) serves to clarify the individual and collective roles of members;
- (b) helps the Board/Council to focus on its mandate so as to improve upon its effectiveness;
- (c) identifies weaknesses of members and assists the Board/Council to overcome weaknesses with appropriate remedial measures; and
- (d) motivates management because of the Board's/Council's leadership by example approach.

10.3 Principles

The following principles shall be observed in the Performance Evaluation:

- (a) prior knowledge of criteria by members
- (b) fairness, transparency and objectivity;
- (c) confidentiality;
- (d) exercise of tact, understanding and maturity; and
- (e) constructive use of evaluation;

10.4 Evaluation Criteria of the Board/Council

Evaluation of the Board/Council shall either be through a peer review mechanism or the use of consultant(s). A combination of the two options may also be adopted.

(a) Peer Review

Peer review of the Board/Councils shall be conducted annually at three (3) levels as follows:

1. Evaluation of Performance by Members

- *Members will individually evaluate the collective performance of the Board/Council*
- *Chairperson will collate the results and discuss with Members*

2. Evaluation of the Chairperson

- *The Chairperson shall be evaluated by all Members*
- *The result shall be collated by the Chairpersons of the Finance, Administration, Appointments and Promotions, Legal or any appropriate Committee to be decided by the Board/Council*
- *The three Chairpersons shall discuss the report with the Chairperson*
- *The three(3) Chairpersons shall report the outcome to Members*

3. Evaluation of Members

- *All Board Members shall be evaluated by at least three of their peers to be selected by the Board.*
- *A Select Committee shall discuss the evaluation on one-on-one basis with the Member*
- *The results of the assessment shall be discussed by all Members and appropriate action taken.*

Review by Consultant(s)

The Board/Council may also appoint a consultant to carry-out the evaluation because of the inherent likelihood of using the appraisal as a self-serving exercise by members.

10.5 Process

The process of Performance Evaluation may be structured as follows:

- (a) the Board/Council to state its functions, duties and responsibilities;
- (b) the Board/Council or the appointing authority determines its major goals objectives, key performance indicators and targets;
- (c) the Board/Council determines its capabilities and resources e.g. use of committees; quality of meetings, quality of decisions made, skills and knowledge of members to perform tasks;
- (d) the Board/Council designs comprehensive criteria against which appraisal can be made;
- (e) the Board/Council determines weights for key performance indicators and targets;
- (f) the Board/Council determines what is acceptable performance;
- (g) Members shall appraise the performance of the Board/Council against the criteria accepted by all;
- (h) alternatively, an external assessor can be used;
- (i) results shall be collated by a committee e.g. legal and administration committee;
- (j) report shall be issued to the Board/Council for consideration; and
- (k) the assessment report shall be presented to the Minister or the appointing authority.

10.6 Outcome of Review

Review of Board/Council evaluation may reveal the following outcomes weaknesses:

- (a) inadequate capacity;
- (b) lack of commitment and negative attitude to Board/Council business; and
- (c) weak governance structures, systems proceedings and processes;

10.7 Recommendations

The report shall make appropriate recommendations to address the identified weaknesses.

10.8 Implementation

The Board/Council shall conduct a follow up action to ensure timely implementation of recommendations.

10.9 Review of Criteria

Criteria used for evaluation must be reviewed at least biennially to make them challenging and useful.

CHAPTER ELEVEN

11.0 EVALUATION OF THE CHIEF EXECUTIVE OFFICER

11.1 Performance Contract

The Board/Council shall sign Annual Performance Contract with the CEO. The contents of the Performance Contract shall include:

- (a) key performance indicators and targets agreed upon
- (b) scoring or measurement system
- (c) rewards and sanctions

(See Template Performance Contract is attached as Appendix).

11.2 Benefits

The benefits of CEO evaluation may be summarised as follows:

- (a) helps the Board/Council to determine the rewards and sanctions of the CEO
- (b) assists the Board/Council to determine whether the CEO should be recommended for renewal of contract on annual basis.
- (c) strengthens Board/Council – CEO relationship
- (d) gives an early signal as to whether or not the performance of organisation is on track
- (e) reveals strengths and weaknesses of the CEO so that the Board/Council can take appropriate steps to assist the CEO overcome weaknesses

11.3 Process

- 11.3.1 (a) The Board/Council and CEO shall agree on key objectives, performance indicators and targets for the evaluation;
- (b) The Board/Council shall assign weights to the Key Performance Indicators and targets;
- (c) The Board/Council shall inform the CEO of what shall be considered as acceptable performance;
- (d) The Board/Council and CEO shall negotiate and agree on outcome of results, in particular:
 - i. any increase in salary and quantum;
 - ii. if performance incentive, such as bonus should be paid and the quantum;
 - iii. sanctions;
- (e) Every Board/Council member shall evaluate the CEO based on the acceptable criteria;
- (f) A committee of the Board/Council shall consolidate the evaluation, noting areas of strengths, weaknesses and recommendation;
- (g) The Committee shall discuss the draft report with the CEO and obtain his comments;
- (h) A final evaluation report shall be forwarded to the Board/Council for discussions and approval;

- (i) The CEO shall be notified by the Board/Council of any decisions taken on his performance;
- (j) The Board/Council shall draw a Performance Improvement Plan for the purpose of correcting weaknesses identified;
- (k) The Board/Council shall continuously monitor implementation to ensure that success is achieved;

11.3.2 Alternatively, a consultant may be used for the evaluation process.

- (a) a) The consultant shall interview the Board/Council members and record their comments in response to the criteria;
- (b) The consultant shall then write a formal report to the Board/Council;
- (c) (c) Board/Council members must then refer the report to a Committee to discuss the contents with the CEO;
- (d) (d) The inputs of the CEO shall be obtained, and a final report submitted to the Board/Council for consideration.

11.3.3 Boards/Council may also request the CEO to do a self-evaluation. His evaluation shall be used to compare with the Board's/Council's own evaluation or that of the report of the Consultant appointed by the Board/Council.

11.4 Outcome of Review

The review may result in the following outcomes:

- (a) CEO accepting the decision of the Board/Council
- (b) Improved governance processes
- (c) Improvement in Board/Council – CEO relationship.
- (d) Board/Council members begin to understand the challenging role of the CEO.
- (e) General improvement in the performance of the CEO because his/her efforts are recognised and rewarded/sanctioned.

11.5 Appeal against result of assessment

Where the CEO disagrees with the results of the assessment, he/she may take the following actions:

- appeal to the Public Services Commission for redress;
- appeal to the President if dissatisfied with the PSC's decision.

11.6 Review of Criteria

The evaluation criteria shall be reviewed every two years, where necessary.

CHAPTER TWELVE

12.0 ETHICAL STANDARDS

12.1 Ethical Codes

They are powerful instruments that guide the behaviour of organizations. Codes must define the moral standards or guidelines that need to be respected by all members of the organization in their dealings with internal and external stakeholders.

12.2 The Role of the Board/Council

The Board/Council shall:

- (a) establish values to support organizational vision and mission;
- (b) establish principles and standards of ethical business practice within the organization;
- (c) ensure communication of ethical standards to all employees;
- (d) ensure appropriate training on ethical standards;
- (e) monitor ethical behaviour of employees through appropriate reporting procedures;
- (f) eschew unethical behaviour and lead by example; and
- (g) ensure that all unethical practices by employees are sanctioned.

12.3 Ethical Behaviour of Board/Council

The ethical behaviour of Board/Council can be assessed with regard to their relationship with the following:

- (a) organization
- (b) employees
- (c) government
- (d) clients/service providers
- (e) civil society

12.3.1 The organization

Board/Council members must:

- (a) exhibit character of personal integrity;
- (b) show loyalty to the organization;
- (c) handle information with confidentiality;
- (d) avoid abuse of corporate resources(e.g. vehicles, accommodation);
- (e) avoid abuse of power;
- (f) refrain from allocating to themselves offices;
- (g) limit their demands to terms and conditions of appointment

12.3.2 Employees

Board/Council members must:

- (a) deal courteously with employees;
- (b) give fair and adequate compensation;
- (c) provide employees with safe working conditions;

- (d) respect rights of employees irrespective of ethnicity, sex, religion, disability, experience and education.

12.3.3 Government

Board/Council members must:

- (a) report accurately to the President, the Sector Minister, or other appropriate authority as defined by Law;
- (b) carry out their duties with due diligence;
- (c) adhere to confidentiality rules.

12.3.4 Clients

Board/Council members must:

- (a) ensure clients are provided with avenues of lodging complaints about the behaviour of employees;
- (b) ensure that clients are provided with all the information they need to enable them transact business with the organization; and ensure any acts of bribery or corruption are discouraged.

12.3.5 Service providers

Board/Council members must:

- (a) ensure the termination of dealings with service providers who engage in acts of bribery and corruption;
- (b) ensure effective structures for quality assurance; and
- (c) avoid any relationship that will tarnish the image of the organization.
- (d) Ensure effective structures in place to prevent bribery and corruption

12.3.6 Civil Society

Board/Council members must:

- (a) ensure that due attention is given to safety and environmental issues and;
- (b) ensure that the organization engages in corporate social responsibility

12.4 Abusive Conduct

Abusive conduct (physical, verbal and psychological) by a Board/Council member towards anyone: employee, fellow Board/Council member, service provider, etc. shall not be tolerated.

12.5 Sexual Harassment

Sexual harassment shall not be tolerated. Board/Council members must not be complicit in any form of sexual harassment.

12.6 Gifts

Board/Council members must not solicit and/or accept gifts, tangible or intangible, directly or indirectly from persons with whom they come into contact in relation to

official duties. Board/Council members must take note of checklist on acceptable gifts issued by CHRAJ. (insert checklist)

12.7 Disgraceful, Dishonourable and Unprofessional Conduct

Any conduct that demonstrates lack of integrity, dishonesty, abuse of power and authority, and lack of concern for the welfare of others, should be avoided.

12.8 Conflict of Interest

12.8.1 Conflict of interest may arise in several forms including:

- (a) using for his/her own advantage any money or property of the organization;
- (b) using for his/her personal advantage, confidential information or special knowledge obtained by him/her in his/her capacity as a Board/Council member;
- (c) being interested directly or indirectly in any business which competes with that of the organization; and
- (d) being interested directly or indirectly in any contract or other transactions entered into by the organization.

12.8.2 Addressing Conflict of Interest

Measures to address conflicts of interest shall include the following:

- (a) disclosure of interest – a member who has an interest in a matter being dealt with by the Board/Council shall disclose in writing to the Board the nature of that interest;
- (b) the Board/Council member shall not participate in any discussion concerning the matter in which he has shown interest;
- (c) where conflict of interest issues are delegated to a committee, the member-in-conflict shall refrain from influencing members of the committee, either through covert or overt means;
- (d) conflict of interest issues shall be resolved by members who are not in conflict;
- (e) members with persistent conflict of interest must resign from the Board/Council.

12.9 Guidelines on Conflict of Interest by CHRAJ

Members shall be guided by the Guidelines on conflict of interest developed by CHRAJ.

12.10 Corporate Guidelines

Where organizations have their own Guidelines on conflict of interest, such guidelines must be in conformity with the CHRAJ Guidelines.

12.11 Penalty

Where a member violates the Code of Ethics, the Board/Council shall determine appropriate disciplinary procedures to address violations of code of conduct and unethical behavior in accordance with prevailing guidelines of CHRAJ.

CHAPTER THIRTEEN

13.0 RISK MANAGEMENT

13.1 Risk Assessment

Public Service organizations exist for a purpose and to achieve determined objectives. Achieving these objectives is surrounded by much uncertainty which poses threats to success and at the same time offers opportunities for increasing success provided the risks are properly managed.

The Board/Council shall ensure that risks of the organization are identified and measures taken to manage them.

13.2 Consequences of Poor Risk Management Include the Following:

- (a) unclear operational procedures/guidelines
- (b) poor/lack of management control
- (c) adverse publicity;
- (d) mounting stakeholder pressure;
- (e) loss of reputation;
- (f) litigation;
- (g) loss in brand value;
- (h) failure/closure of organization;
- (i) health, safety and environmental challenges; and
- (j) removal of the Board/Council before the end of their tenure.

13.3 Well Managed Risk

Where risk is well managed, it results in:

- (a) increased stakeholder confidence in achieving desired outcomes;
- (b) threats are managed to a minimum level;
- (c) opportunities are taken advantage of;
- (d) increased stakeholder confidence in Board/Council and Management;
- (e) enhanced trust; and
- (f) enhanced reputation.

13.4 The Responsibilities of Board/Council and Management

13.4.1 The Board/Council shall:

- (a) Approve risk management policy;
- (b) Set the risk appetite;
- (c) Be clear on mandate;
- (d) Ask the right questions;

- (e) Get the right information;
- (f) Assess and evaluate risk management process;
- (g) Take remedial action.

13.4.2 Management

- (a) Implement Board/Council risk management policies ;
- (b) Identify and evaluate principal risks;
- (c) Ensure capability and commitment exist to deliver;
- (d) Design, operate and monitor the system of internal control;
- (e) Provide regular reports to the Board/Council on internal control/ risk management activities.

13.5 Risk Management Process

The process of risk management comprises the following three phases:

- (a) Risk Analysis;
- (b) Risk Control;
- (c) Risk Financing.

13.5.1 The purpose of **risk analysis** is to provide as much information as possible about the organization in respect of the following:

- (a) the possible extent of losses and opportunities;
- (b) the corresponding probabilities of occurrences and impact.

13.5.2 Risk analysis involves:

- (a) risk identification; and
- (b) risk evaluation

13.5.3 Risk control comprises all activities aimed at:

- (a) avoiding risk;
- (b) eliminating risk; or
- (c) reducing the likelihood of the occurrence of a loss or limiting the severity of the loss when and where they occur.

13.5.4 Risk financing is about financing the residual risk after applying all the relevant risk control measures.

It may be considered in terms of:

- (a) Non-insurance risk financing; and
- (b) Insurance as a risk financing tool.

13.6 Exposures

13.6.1 Risk assessment should address the organization's exposure to the following:

- (a) Physical and operational risk;
- (b) Human Resource risk;
- (c) Financial risk;
- (d) Compliance and non-compliance risks;
- (e) Liquidity risks;
- (f) Business Continuity and Disaster risk; and
- (g) Environmental risk

It must always be noted that the Board/Council is responsible for the total process of risk management policy. Management is accountable to the Board/Council for implementation of risk policies.

CHAPTER FOURTEEN

14.0 SOCIAL ACCOUNTABILITY (SA)

14.1 It is the measure of an organization's state of being mindful of the emerging social concerns and priorities of internal and external stakeholders (community, employees, governmental and non-governmental organizations, management and owners).

14.1.1 It is reflected in the organization's verifiable commitment to certain factors (which may or may not be tied directly to its processes) such as:

- (a) willing compliance with government, health, hygiene, safety and environmental laws;
- (b) respect for basic civil and human rights;
- (c) betterment of community and surroundings.

14.2 Key Drivers

The key drivers pushing the agenda for SA are:

- (a) A change in the attitude of society – society is now very much concerned about
 - (i) the pollution of water bodies (sources of drinking water for many communities)
 - (ii) destruction of the environment and many of the negative impacts of business activities and are therefore demanding greater social accountability from corporate leaders.
- (b) A change in the attitude of executives towards Social Accountability.
- (c) Pressure groups – activities of pressure groups, consumer associations, not-for-profit organizations have hurt businesses and corporate leaders are now compelled to listen to these groups.

14.3 Practical Terms

Good social accountability in practical terms means that Board/Council members and managers must:

- (a) be sensitive to the issues that affect the lives of the people they live and work with;
- (b) consider the societal impact that their financial and business decisions have upon a wide range of constituencies, stakeholders and the environment;
- (c) possess an understanding of the conditions in the society that they could have a positive influence upon;
- (d) be conscientious about not only what services are delivered, but also when and how they are delivered.

14.4 Performance Criteria for Measuring SA

Evaluation of organizations' SA is based on the following:

- (a) the degree of compliance with child labour laws;
- (b) degree of compliance with and support for forced or compulsory labour,
- (c) adherence to Occupational Health and Safety at the workplace;
- (d) freedom of association and right to collective bargaining ;
- (e) adherence to non-discrimination laws, rules and regulations relating to social origin, birth, religion, disability and gender amongst others;
- (f) compliance with disciplinary rules and regulations procedures;
- (g) compliance with rules and regulations relating to working hours and other conditions of service.

14.5 Benefits

Organizational commitment to SA yields positive results in both quantitative and qualitative terms. The benefits of SA can be determined in a number of ways including the following:

- (a) increased client satisfaction;
- (b) reduced operating expenses;
- (c) increased productivity;
- (d) improved quality of service;
- (e) significant increase in revenue;
- (f) improved customer participation;
- (g) enhanced brand image;
- (h) increased ability to attract and retain talent;
- (i) more motivated and committed labour;
- (j) improved environmental processes or reduced environmental impact.

14.6 Policy

- (a) Public Service organizations shall formulate policies on Social Accountability and be guided by these policies.
- (b) Social Accountability shall target competitive advantage in the long run and not merely as a public relations gimmick.

14.7 Measurement

Organizations must find ways of measuring the impact of SA policies on the communities in which they operate.

APPENDIX: Template for Performance Contract

PERFORMANCE AGREEMENT
BETWEEN THE GOVERNING BOARD/COUNCIL
AND
THE CHIEF EXECUTIVE OFFICER OF
.....
JANUARY..... – DECEMBER.....

1.0 PREAMBLE

This AGREEMENT dated in the year Two Thousand and(year) effective 1st January – 31st December.....(year) between “The Employer” acting by its Lawful Attorney on the one part, and the Chief Executive Officer, hereinafter called “the Employee” on the other part.

2.0 CONDITIONS OF AGREEMENT

The performance of the Chief Executive Officer shall be assessed on the basis of the achievement of specified key outputs/deliverables set out under Schedule 1- 3 over the agreed Performance Appraisal period of 1st January, – 31st December This agreement is entered into by both parties in good faith and it is therefore not intended to create legal relations.

2.1 Corporate Direction, Statement and Objectives

Vision:

Mission:

Core Values:

Corporate Objectives for (year)

2.2 Top Corporate Priorities for the Period Of The Agreement

The Top Priorities of the Agency i.e. for the period of the Agreement (Jan. – Dec.....) are to be taken from the Strategic/Corporate Plan, the Medium Term Plan and the approved Annual Budget Estimates.

-
-
-

2.3 Environmental Scan / Major Assumptions

The Social, Economic and Environmental issues likely to impact on the performance of the specific responsibilities and Key Result Areas are outlined below:

External

-
-
-
-
-

Internal

-
-
-

These are obstacles (External & Internal) to the organization/business environment for which the Chief Executive has no control over. The Chief Executive will however, be expected to devise and implement strategies which will minimize the constraints within the context of goal attainment.

The major assumption is that the Ministry of Finance and Economic Planning (MOFEP) will not cut-back on the approved budget and will release funds in a timely fashion. In the event of this occurring the agreed deliverables will be revised accordingly with the Governing Body.

3.0 KEY RESULTS AREA

The Chief Executive Officer shall be expected to deliver the outputs and deliverables listed in Schedules 1 to 3 of this Agreement.

4.0 UNDERTAKINGS OF THE CHIEF EXECUTIVE OFFICER TO THE GOVERNING BOARD/COUNCIL

The Chief Executive Officer accepts responsibility for the overall performance of the Agency as a whole and undertakes:

- a. To ensure that Public Sector Core values such as client sensitivity, cost effectiveness in service delivery, gender sensitivity, discipline and performance orientation, are instilled in the staff of the Sector Agency.
- b. To adopt and apply the most up-to-date and appropriate management techniques in conducting the affairs of the Agency and in supervising its Division/subordinate Departments. It is incumbent on the Chief Executive Officer to ensure that the Agency achieves the level of performance indicated in this Agreement.
- c. To ensure that the tangible assets within the Agency are maintained in the most efficient manner and safeguarded against loss or abuse.
- d. To notify the Governing Body promptly of any conditions, which interfere with or threaten the achievement of the performance targets, listed herein.

5.0 UNDERTAKINGS OF THE GOVERNING BODY TO THE CHIEF EXECUTIVE OFFICER

The Governing Body accepts that its oversight responsibility over the Agency is to be effected through the Chief Executive Officer with the aid of this Performance Agreement. As far as practicable, the Governing Body shall not issue directives that will limit the Agency’s ability to achieve the agreed performance targets.

6.0 PERFORMANCE INCENTIVES AND SANCTIONS

Merit Awards will be considered for those Chief Executive Officers who achieve over 90% of their deliverables. The Chief Executive Officer is expected to produce at least 70% of the deliverables to avoid prescribed sanctions.

7.0 PERFORMANCE EVALUATION UNDER THE AGREEMENT

Evaluation and assessment of the performance of the Chief Executive Officer shall be conducted by the Governing Board/Council. The evaluation shall be based on this Performance Contract and shall assess performance against measurable objectives for the (Agency)and the Chief Executive Officer, taking into account the financial and human resources available.

The performance assessment shall be completed no later than the 3rd month after the end of the contract term. In the event that the Chief Executive Officer’s performance is found to be unsatisfactory, the Board/Council Chairman shall describe in writing, in reasonable detail specific instances for such unsatisfactory performance. Upon the conclusion of the annual evaluation, the Board/Council shall determine the reward or sanctions as prescribed.

8.0 ARBITRATION AND SETTLEMENT OF DISPUTES

In the event of disagreement between the parties to this Agreement, either party may apply to the Public Services Commission for settlement. The Public Service Commission shall constitute an arbitration panel which shall consult with both parties and make a ruling within one month of the application. The Public Services Commission’s ruling shall be binding on both parties.

.....
**CHAIRMAN, GOVERNING BOARD/
COUNCIL**

.....
SIGNATURE:

.....
DATE

.....
CHIEF EXECUTIVE OFFICER

.....
SIGNATURE:

.....
DATE

.....
CHAIRMAN, PSC/REPRESENTATIVE
WITNESS5

.....
SIGNATURE

.....
DATE

SCHEDULE 1

KEY OUTPUTS AND DELIVERABLES

The Chief Executive Officer shall deliver the following key outputs:

Key Results Area: Human Resource Management:

1. A record showing that staff appraisal forms for(year) have been completed for staff in the Agency and its Divisions/Department, and analysed by the end of March,(year)
2. Comprehensive staff list compiled by March(year)
3. Records of Scheme of Service training programmes delivered.
4. A record of actions showing evaluation of Performance of Heads of Divisions/Departments completed by end of March 2012.
5. Records of new recruitments, promotions, retirements, transfers, secondments, resignation, deaths and etc.

Key Results Area: Performance Reporting:

6. Annual report of the Agency for year under review and produced by the end of March of the ensuing year.
7. Record of Mid-Year Performance Monitoring/Evaluation meetings and follow up actions submitted to the Governing Body by August(year) etc.

Key Results Area: Financial Management:

8. A record of Audit Review Implementation Committee (ARIC) meetings and actions taken to redress audit queries raised in the previous year.
9. Agency's Annual Procurement Plan developed in the year under review.
10. Agency's approved Annual Budgets and releases for the year under review.

Key Results Area: Customer Service Initiatives

12. Client Services Improvement Initiatives6
 - Reports of Client Service Units (complaints, petitions, actions taken etc.)
 - Updated Service Delivery Charters of the Agency
 - Service Delivery Brochures
 - Functional Interactive website

Key Results Area: Work Environment Improvements Initiatives

13. Work Environment Improvement initiatives of the Agency
 - Functional Environmental Improvement Plan.
 - Half-yearly Reports on Implementation of the Plan
 - Occupational Security and Health Initiatives

Key Results Area: Organizational Efficiency:

14. Efficiency gains in organizational operations, e.g.:
 - Reduction in proportion of staff days lost due to sickness/absenteeism.
 - Reduction in utility cost in real terms (water, electricity, telephone etc)
 - Meeting Reporting Deadlines (Submission of Timely Reports, Arrangements of Meetings, etc.)

SCHEDULE 2

AGENCY – SPECIFIC OUTPUTS AND DELIVERABLES

These are to be detailed by the Agency under the headings as follows:

1. The specific targets/outputs relating to the Ghana Development Agenda.
2. Targets/outputs specified in the Agency's Annual Budget Estimates for the Agency.
Note: All these must be limited to the top priorities stated in para. 2.2 of the Agreement.
3. The Agency-specific reform initiatives being undertaken.

SCHEDULE 3

INDIVIDUAL CAPACITY DEVELOPMENT PLAN

1. Competencies:
 - What competencies would you require to improve your performance?
2. Learning Opportunities:
 - How do you plan to attain these learning competencies?

REFERENCES

- Institute of Directors – Ghana, Best Practice Guide, Year
- 1992 Constitution of the Republic of Ghana,
- CACG Corporate Governance Guidelines for SOEs – Year
- Code of Conduct and Ethics for Public Officers of Ghana and Guidelines on Conflict of Interest (CHRAJ)
- Human Resource Policy Framework and Manual, PSC, 2013