



INSTITUTION OF ENGINEERS OF KENYA (IEK)

GOVERNANCE AND CONTROLS COMMITTEETERMS OF REFERENCE 2024 – 2026

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1. Introduction

The Constitution and Bylaws of IEK provide that the Council may establish Committees to undertake specific functions on behalf of the Council.

In line with IEK's Constitution and Bylaws, the Council shall establish a Committee to be known as Governance and Controls Committee.

The Committee may establish sub-Committees to assist it in the conduct of its business provided the Council approves such action.

The committee shall work within these terms of reference and as directed by the Council to meet the expectations of members. The committee term is two years.

2. Purpose

The Governance and Controls Committee primary mandate is to maintain oversight and ensure the integrity of IEK's governance, internal audit, external audit, and financial controls and conduct organizational risk assessment and propose mitigation measures.

3. Relevant Strategic Goals and Objectives.

The IEK Governance and controls Committee will contribute towards the achievement of **Strategic goal 3, Governance** with which the main **objective** is to enhance IEK institutional framework to support an effective, professional and collaborative community of engineers.

4. Responsibilities and Functions

The committee will provide quarterly updates/report containing details on objectives, tasks, Key Performance Indicators (KPIs), targets, and timelines accomplished, aligned with the implementation's matrix as seen in **appendix 1**.

The responsibilities and primary functions of this committee are: -

a) Champion Corporate Governance

- i. Strengthen IEK management structure.
- ii. Support diversity, inclusion and participation.
- iii. Report to Council on assurances relating to the IEK's compliance with its corporate governance obligations as outlined in its code of conduct.
- iv. Pursue ISO Certification for IEK.
- v. Obtain and review internal audit reports, significant findings and recommendations, together with the Executive team's responses.

b) Promote Operational Excellence

- i. Enhance Institutional Capacity and Talent Retention:
 - a) Empower the Secretariat through training and career advancement.
 - b) Establish and implement oversight mechanisms to ensure that duties are separated

effectively.

- c) Establish staff retirement benefit scheme.
- ii. Implement Operational Policies.
- iii. Establish a rapid mobilization unit to support during engineering crisis situations in the country.
- iv. Establish and oversee the IEK's Data Protection policy and other policies regarding the collection, use and safe-keeping of data.

c) Human Resource Management

- i. Strengthen IEK head office and branches with adequate staffing.

d) Administration

- i. To present quarterly reports to the council regarding the work in progress and communicate any concern or need deemed relevant.
- ii. To create and dissolve sub-committees for undertaking specific tasks in apredetermined time frame as need arises, and to monitor their progress.
- iii. To recommend appointment of members to represent the Institution in the affairs of other bodies related to these Terms of Reference;
- iv. To develop Annual Work plans and budget for the Committee, aligned to IEK's strategic Plan, for approval by council.
- v. Provide expert advice and recommendations to the IEK Council on matters related to governance affecting engineers.

5. Membership and Composition

The Committee shall comprise up to 11 members. The committee membership will include IEK Fellows and Corporate Members with relevant track record and experience to contribute optimally to the committee's functions. Graduate Engineers, Engineering Technologists and Engineering Technicians shall be co-opted into the committee. All committee members should be in good standing with IEK. Good standing means a person who has not resigned or has been suspended from membership or registration. They shall be fully paid up in terms of subscriptions.

Further, the composition of the Committee will reflect as much as possible diversity objectives of IEK in discipline, gender, disability, culture or geography. The committee shall appoint one of the members as the secretary.

6. Committee Leadership

The Chair and the vice chair of the Committee shall be appointed by the council from amongst the current council members.

Should both the Chair and Vice-Chair be absent from a meeting, the Committee may select one of the other members of the Committee to chair the meeting.

7. Meetings and Operations

The Committee shall meet as frequently as agreed not less than once a month. The quorum for the committee shall be at least half of the members.

Meetings may be conducted virtually or held in- person.

The committee decisions shall be arrived at through consensus. Where a vote is deemed necessary to make a decision it may be made by a simple majority vote of meeting attendees with the chair having the casting vote.

Any Member who has not attended three or more consecutive Committee meetings (Physical or Virtual) spanning a period of more than six months, and has not contributed to the work of the committee outside meetings during the same period, may be considered as being eligible for removal from the Committee.

The Secretary will maintain accurate records of committee proceedings, decisions, and recommendations, and submit reports to the IEK Council as required through the hon. Secretary.

8. Conflicts of Interest

A conflict of interest refers to situations in which personal, occupational or financial considerations may affect or appear to affect the objectivity or fairness of decision related to the committee activities. A conflict of interest may be real, potential or perceived in nature.

Members of the Committee must comply with their legal, statutory and fiduciary duties and policy obligations, when discharging their responsibilities as members of the Committee. The Secretariat shall provide information to assist Committee members as appropriate to their functions.

Members of the Committee shall act in good faith and in the best interests of IEK as a whole, act with care and diligence and for proper purpose as per IEK policies.

Members of the Committee must disclose to the Chair and/or the Committee any actual, perceived or potential conflicts of interest, which may exist as soon as the Committee Member becomes aware of any issue and shall recuse themselves from discussion and/or decisions which may involve that conflict.

9. Independent Advice

Subject to approval of the council, the Committee may request the CEO to engage independent advisers or other professional expertise as may be necessary to undertake their function. The CEO will be responsible for managing any such engagement.

10. Task Groups/ Sub-committees

The Committee may appoint Task Groups/ sub-committees from within its membership to support it to address specific areas of the Committee's work and to undertake detailed tasks to meet the Committee goals. They can be standing or ad hoc.

Each Sub-committee shall comprise of at least three members and utmost five members. The Chairperson shall be appointed by the Governance and Controls Committee Chairperson. The Secretary shall be elected from among the Sub-committee members. A Graduate member will be co-opted to each Sub-committee for mentorship. Other rules of operation of Sub-committees will be similar to those of the main Committee.

11. Authority

The Committee has no authority to:

- i. Incur expenditure without prior council approval.
- ii. Speak on behalf of the CEO, President or Institution of Engineers of Kenya.
- iii. Change policies or official position statements, without approval of the Council.

12. Review of the Terms of Reference

These Terms of Reference (ToR) shall be subject to periodic review in not more than two years and may be revised by the IEK Council to ensure alignment with the evolving needs and priorities of the institution and the engineering profession.

13. Appendix 1 : Implementations Matrix

Objective	Task/s	KPI	Baseline	Target	Responsibility	Timeline					Budget Kshs (*000)
						Year 1	Year 2	Year 3	Year 4	Year 5	
Strategic Goal III: Governance											
Strategic objective: Enhance IEK institutional framework to support an effective, professional and collaborative community of engineers											
	High Priority (short-medium term)										
Monitoring and Review	Embed internal audit and external audit processes to review and monitor the implementation of the strategic plan	Quarterly internal Audit reports	0	20	PRAC	4	4	4	4	4	1,000
		Bi-annual external audit reports	0	10	PRAC	2	2	2	2	2	1,000
	Develop and implement quarterly reporting of the Strategy workplan	Quarterly Reports	0	20	Excom	Templates for reporting	Quarterly report & Quarterly report	Quarterly report	Quarterly report	Quarterly report	1,000
Promote Corporate governance	Assign responsibility for strategic goals to existing committees (<i>Each strategic goal to be assigned to a responsible committee</i>).	Bi-annual committee reports on each strategic goal	0	50	Excom	10	10	10	10	10	2,500
	Develop an implementation matrix for all governance issues	Annual governance implementation report	0	5	Excom	1	1	1	1	1	2,100
	Implement biannual staff performance evaluation	Performance evaluation for IEK staff	0	10	PRAC	2 evaluations	2 evaluations	2 evaluations	2 evaluations	2 evaluations	5,000
	Develop and implement a governance framework for the IEK	Framework for governance	0	1	Excom	Governance framework developed	implementation	implementation	implementation	implementation	3,000
	Review and/or establish manuals and	SoPs/operational manuals/policies	6	10	Excom	2	4	4			1,500

Objective	Task/s	KPI	Baseline	Target	Responsibility	Timeline					Budget Kshs ('000)
						Year 1	Year 2	Year 3	Year 4	Year 5	
	SoPs for all operational areas										
	Create a repository for all council meeting materials e.g charter, by-laws, strategic plan, financial reports	Repository established	0	1	Excom	Repository established	Up to date repository	Up to date repository	Up to date repository	Up to date repository	100
	Develop and implement a risk management framework	Risk Mng. Framework	0	1	Excom	Framework for risk mng.	Implementation	Implementation	Implementation	Implementation	500
	Develop and implement ICT governance framework	ICT governance Framework	0	1	Excom	Framework for ICT governance	Implementation	Implementation	Implementation	Implementation	500
	Pursue ISO Certification for IEK	ISO certification achieved	0	1	PRAC		Gap analysis, documentation and training	ISO certification	Continuous improvement	Continuous improvement	1,500
	Establish self-regulatory mechanism to ensure adherence to professional code of conduct	Integrity Sub-Committee in place	0	1	GARC		Establish integrity sub-committee	Code of conduct implementation	Code of conduct implementation	Code of conduct implementation	1,000
Increased Accountability	Implement annual member satisfaction surveys	Member satisfaction Index	0	70%	PRAC	58%	60%	64%	68%	70%	7,500
	Implement member feedback surveys	Bi-annual feedback survey	0	10	PRAC	2	2	2	2	2	5,000
	Implement induction program for the council	No. of induction programs	2	2	Excom		1		1		2,000

Objective	Task/s	KPI	Baseline	Target	Responsibility	Timeline					Budget Kshs ('000)	
						Year 1	Year 2	Year 3	Year 4	Year 5		
	Establish a call center to enhance response to member issues	Call center established	0	1	Excom	Call center in place	Operational call center	Operational call center	Operational call center	Operational call center	5,000	
	Initiate and implement Annual CEO reports	Annual CEO reports	0	5	Excom	1	1	1	1	1	250	
Enhance Capacity and Talent Retention	Empower the Secretariat through training and career advancement	No. of training	0	5	Learning & Capacity Building	1	1	1	1	1	5,000	
		Career succession policy	0	1	Excom		Career succession policy	Policy implementation	Policy implementation	Policy implementation	100	
		Establish and implement oversight mechanisms to ensure that duties are separated effectively	Corporate governance training for council members	1	2	Excom			1		1	2,000
		Establish staff retirement benefit scheme	Retirement benefit scheme	0	1	Excom	Retirement benefits launched	Implementation	Implementation	Implementation	Implementation	2,000
	Long Term											
		Enhance Secretariat capacity through exchange programs to other member Institutions of engineers	No. of staff on exchange program	0	6	Excom			2	2	2	7,200
Support diversity, inclusion and participation	High Priority (short -medium term)											
		Continue implementation of gender mainstreaming programs (through	No. of Women Engineers in IEK		500	WEC	100	100	100	100	100	1,500

Objective	Task/s	KPI	Baseline	Target	Responsibility	Timeline					Budget Kshs ('000)
						Year 1	Year 2	Year 3	Year 4	Year 5	
	Women Engineers Committee)										
	Continue implementation of programs for young engineers (through Young Engineers Committee)	No. of young engineers mentored		2000	FLC	400	400	400	400	400	1,500
	Develop programs for engineers with special needs	Database of Engineers with special needs	0	Database in place	Membership	Mapping of engineers with special needs	Update Database	Update Database	Update Database	Update Database	200
		Customized services and products for Engineers with special needs	0	PWD friendly products and services	Membership	PWD mainstreamed services	PWD mainstreamed services	PWD mainstreamed services	PWD mainstreamed services	PWD mainstreamed services	500
	Clearly define the role of young engineers and involve them in IEK activities as they are critical for sustainability	No of young engineers in IEK committees	0	40	Membership	8	8	8	8	8	-
Strengthen IEK branches	Quick Wins (short term)										
	Establish Engineering discipline branches	No. of engineering discipline branches	0	On Needs basis	Excom	Established discipline branch	Established discipline branch	Established discipline branch	Established discipline branch	Established discipline branch	1,000
	High Priority (short -medium term)										
	Allocate resources to branches to recruit more members and conduct outreach activities	No. of new members registered by branches (all categories)	400	1,600	IEK Branch Chairperson	250	280	340	350	380	-
No. of branch outreach events		24	70	IEK Branch Chairperson	14	14	14	14	14	60,000	

Objective	Task/s	KPI	Baseline	Target	Responsibility	Timeline					Budget Kshs ('000)
						Year 1	Year 2	Year 3	Year 4	Year 5	
	Develop funding framework for branches	Amount of external funding received by branches	0	6 Million	IEK Branch Chairperson		2M	4M	5M	6M	-
	Establish Functional secretariat at the branches with physical presence	No. of branches with functional secretariat	0	8	Excom	1	2	2	2		9,600
	Long Term										
	Establish three diaspora branches	No. of diaspora branches	0	3	Excom			1	1	1	900

14. Appendix 2: COMMITTEE NOMINATION PROFORMA CURRICULUM VITAE

a) GENERAL INFORMATION

Name:

Date of Birth:

ID number:

County:

Gender:

Disability:

Professional Registration:

IEK membership number:

Other Professional affiliations:

Engineering Discipline:

Years of experience post-qualification:

b) PROFESSIONAL EXPERIENCE

Specialization:

Keys Experience: (Brief summary of most important work during stages of your career)

c) INVOLVEMENT IN THE PROFESSION

Contribution to IEK council, IEK Committees, Professional Associations, and societies (local and international).

d) KEY RELEVANT ATTRIBUTES AND CONTRIBUTION TO OFFER TO THE NEW COUNCIL/COMMITTEE

(why you should be appointed?)

Note: CV should be maximum 4 pages.