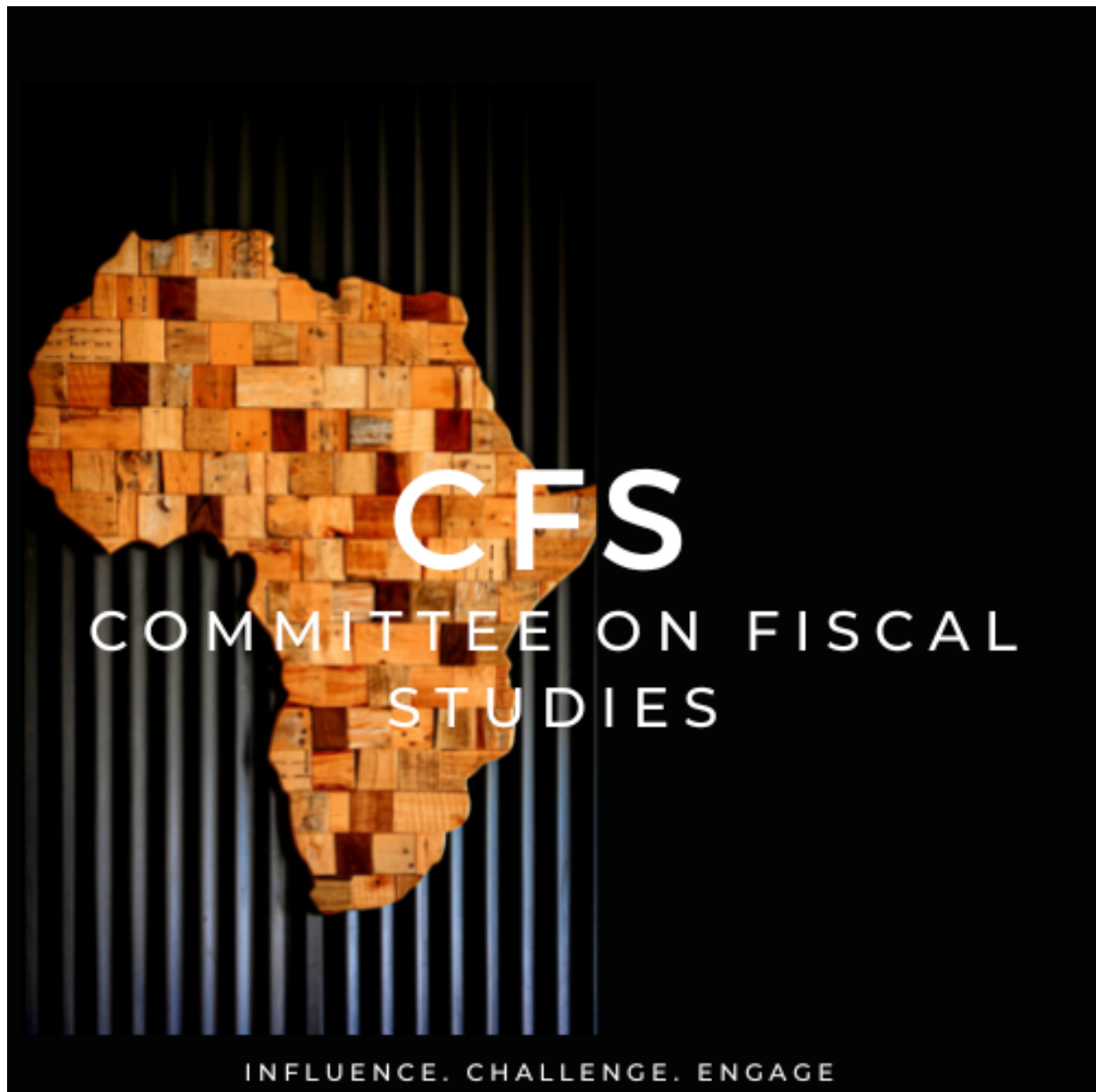


GOVERNANCE POLICY



This document will be reviewed annually and updated as needed. This version was approved by the Executive Board on 19 August 2022)

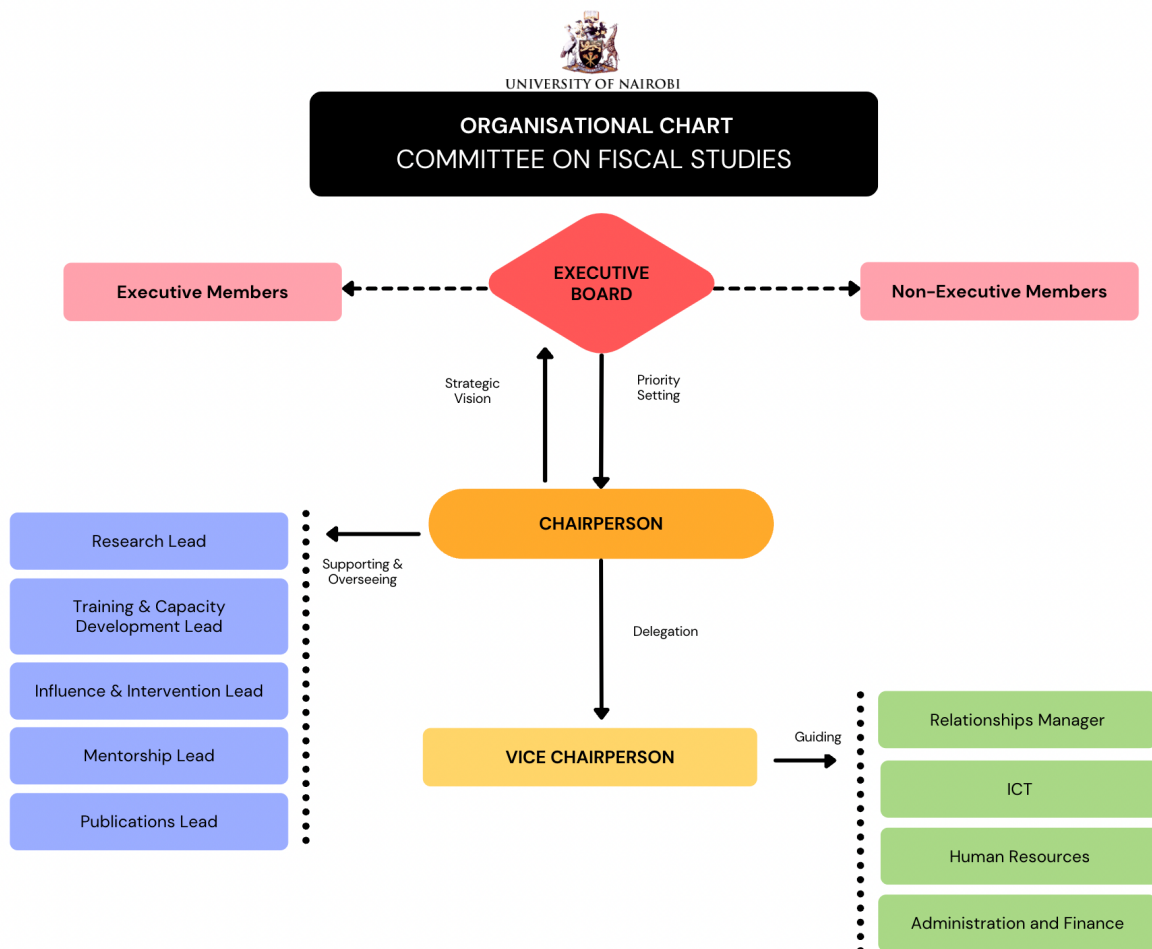
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1. OVERVIEW

The purpose of the Governance Policy is to describe the overall governance and decision-making process for the Committee on Fiscal Studies and its stakeholders. This Governance Policy defines roles and responsibilities, dispute resolution process and the timeframe in which decisions must be made. The Chair, Vice Chair, program leads, members, who include researchers, interns, fellows, external consultants should be familiar with the governance process and their role in it, as described in this Policy. The Policy is also for the use of stakeholders, and anyone associated with CFS who wants to know who is responsible for making decisions, approving documents, establishing contracts, overseeing, and approving deliverables, and making final decisions especially if they want to provide input.

2. CFS ORGANISATIONAL CHART



3. CFS VALUES

- To influence through views, research, trainings, and conversations.
- To challenge concepts and offer our collective approach.
- Be part of a collective and build an engaged team.
- To place our work within existing and emerging core narratives and discipline.
- Build a strong brand, competence, authenticity, and reliability.
- Research backed and evidence-based policy intervention.
- A focus on results.
- Social responsibility.
- Building friendships with a connected purpose.

4. CFS PURPOSE

Working today to influence affair, sustainable and equitable future supported by a responsive fiscal system backed by a people first vision.

5. CFS IMPACT

- To support a clear understanding of how revenue generation and budget cycles influence our social and economic realities.
- To contribute towards affair, responsive and equitable fiscal system.
- To influence the future of fiscal law and policy research.
- To engage in decision making circles affecting our social, economic and financial security.

6. CFS MEMBERSHIP

Members of CFS are employees of the University of Nairobi or consultants who have worked with CFS for more than three years, who have applied for membership which has been approved by the Executive Board.

- (a) The Chair
- (b) The Vice Chair
- (c) Researchers
- (d) Fellows
- (e) Interns

Members agree to abide by the following standards:

- (a) Commitment to CFS values
- (b) Understanding and acceptance of their duties and responsibilities
- (c) Willingness to devote the necessary time and effort to understand and engage with the work CFS undertakes, including attending meetings on a regular basis
- (d) Exercise independent judgment, think creatively, speak their mind freely and be respectful
- (e) Work effectively and constructively with all CFS members
- (f) Be accepting of others' views and perspectives, willingness to learn, listen and be challenged
- (g) Commit to achieve consensus where possible and compromise where it is not
- (h) Be a person of integrity, objectivity, accountability, openness, honesty and demonstrate leadership
- (i) Not engage in any activity that might create a conflict of interest for CFS
- (j) No member should take advantage of their position to seek personal gain through the inappropriate use of non-public information or steal/plagiarize/pass as their own, ideas, documents, project plans, design content, advocacy goals, and any other proprietary information discussed by any member during team meetings, peer to peer learning, during mentorship and brainstorming sessions as their own.
- (k) Protect all CFS information, assets and use them only for appropriate authorised activities.
- (l) Report any illegal or unethical conduct to the Executive Board.

7. TERMS OF OFFICE

- (a) The term of office of members appointed under 5(a) and 5(b) is three years.
- (b) At the end of a term of office, members appointed under 5(a) and (b) are eligible to be appointed for a second term.
- (c) The term of office of members co-opted under 5(d)-(e) is one year.
- (d) At the end of a term of office, members appointed under 5(d)-(e) are eligible to be co-opted again.
- (e) Members appointed under 5(c) remain until they choose to opt out.

8. END OF TERM

- (a) Prior to the Chair and Vice Chair's terms ending, both members shall present their report to the EB a month in advance of their term ending and thereafter shall work alongside the next Chair and Vice Chair whose appointments have been agreed upon to ensure an efficient transition and handover.
- (b) Three months before the end of the Chair and Vice Chair's terms, the EB shall convene a members' meeting to elect the next Chair and Vice Chair.

9. OPTING OUT

- (a) Any member who chooses to opt out of CFS members, must give notice.
- (b) The period of notice will depend on the tasks allocated to the member.
 - i. A member with no tasks pending can give a 1 week notice together with a deliverable report documenting all work previously done for CFS and highlighting specifically their role within CFS so that effective transition can be internally planned.
 - ii. A member with an existing task should give a 1 months' notice and during the notice period must work together with another member (agreed to by the opting out member and Chair) to whom all tasks will be handed over. The opting out member has the responsibility to prepare a detailed handover report with clear instructions on pending tasks and contacts of the stakeholders engaged with to facilitate smooth transition. It is the duty of the opting out member to ensure that there are no risks associated to any CFS deliverable. The opting out member is responsible to inform all stakeholders of their term ending with CFS and to also inform ICT to reflect such changes on the CFS website (Our Team).
 - iii. An opting out member whose deliverables and work is tied to grant funding must comply with the notice period given under the grant documents.
 - iv. Opting out of CFS does not exclude the member from joining CFS again. Such members remain as CFS alumni.

10. ROLES, RESPONSIBILITIES AND REPORTING

Role	Responsibilities	Reporting
Executive Board – founding members and appointees	<ul style="list-style-type: none"> ● To ensure CFS meets its goals and is continually in sync with socio-economic, political and fiscal realities and emerging trends ● To monitor progress against goals, deliverables ● To establish policy and guidelines ● Advisory role to Chair and Vice Chair ● To receive research and other deliverables/action plans status from Chair ● Hold all members accountable ● Has oversight functions ● Makes recommendations for governance, roles and responsibilities ● Ensures decisions align with CFS objectives, grant funding requirements, partners requirements ● Makes decisions that have been escalated for resolution by the Chair ● Ultimate decision-making body and hears appeals ● Ensures resources are made available to implement decisions made ● Has voting rights ● Approves research, training, capacity building, collaboration projects and plans ● Approves appropriations for authorised work and deliverables ● Decides on developing relationships with external entities ● Responsible in meeting all legal responsibilities 	
Chair	<ul style="list-style-type: none"> ● Chairs the Executive Board ● Removes obstacles within span of control that could impede success of CFS outputs ● Provides strategic direction and support to CFS and its members ● Makes decisions on issues that were escalated by the Vice Chair, Program Lead, Senior Researcher, Research Fellow, Researcher, Administrator, ICT, Communications Officer, Interns, Consultants and Partners ● Escalates issues to the Executive Board for decisions that require extensive scrutiny and deliberations ● Provides project oversight and guides on research production/creation ● Manages Program Leads and has oversight of their deliverables ● Approves procurements and contracts ● Builds CFS image ● Is responsible for identifying training needs and skills development of members, supporting their growth within CFS and supporting the design of projects within members expertise 	EB

	<ul style="list-style-type: none"> ● Recommends website improvement and social media engagement ● Relationship management with members, stakeholders, and potential partners ● Makes recommendations for EB 	
Vice Chair	<ul style="list-style-type: none"> ● Supports the role of the Chair ● Induction of new members 	C and EB
Senior Researcher	<ul style="list-style-type: none"> ● Responsible for setting own work agenda and developing CFS deliverables ● Responsible for the interns or researchers under supervision and ensuring their work is of high-quality standard, good enough to be published in the journal or policy briefs series – is the first peer reviewer 	C
Program Lead	<ul style="list-style-type: none"> ● Designs and develops the programs and related projects ● Supervises programs and related projects ● Supervises researchers, research fellows and interns 	EB, C
Research and Visiting Fellow	<ul style="list-style-type: none"> ● Responsible for developing their own research plans ● Supporting CFS activities 	VC
Researcher	<ul style="list-style-type: none"> ● Undertake and publish research to inform scholarship, policy and advocacy work ● Design research projects ● Propose ideas 	VC or TL
Interns	<ul style="list-style-type: none"> ● Providing monthly briefings to Program Leads on deliverables achieved, training needs, skills improvement, targets achieved, exposure given and/or outcomes 	TL, EB
ICT	<ul style="list-style-type: none"> ● Manages the CFS website and social media platforms to upload, revise, edit and/or remove content 	TL, C, EB
Communications Officer	<ul style="list-style-type: none"> ● Develop CFS social media engagement plan ● Prepare newsletter for external circulation ● Prepare tracker of CFS deliverables, projects, action plans ● Prepare tracker of members work on and for CFS ● Work with VC to organize induction of new members ● Organise meetings and circulate agenda ● Gather information from members on a bi-monthly basis on work done/conference attended/impact made/publications etc to track and report in newsletters and internal updates 	TL, C, EB
Administrator	<ul style="list-style-type: none"> ● Manage grants ● Prepare contracts and oversee their execution ● Prepare payment documentation and follows up till payment completion 	TL, VC

	<ul style="list-style-type: none"> Responsible to liaise with grants office and admin chain to ensure grant requirements are met and resolution of any queries arising 	
Consultants	<ul style="list-style-type: none"> Guided by terms and conditions as per contract 	C
Partners	<ul style="list-style-type: none"> Engages with CFS as per partnership objectives 	EB or C

11. EXECUTIVE BOARD

The Executive Board comprises the founding members (Executive Members) and three additional Non-Executive Members who are appointed to the EB. The founding members are:

- (a) Attiya Waris
- (b) Bosire Nyamori
- (c) Lyla Latif
- (d) Mary Ongore

The three appointees shall be as follows:

- (e) A member from ICT
- (f) A Program Lead
- (g) A representative from the researchers

Any member representing the groups under 10(e)-(g) can express their interest for the EB to consider.

12. MEETING FREQUENCY

- (a) The Executive Board shall meet at least once every two months and as called by the Chair of CFS.
- (b) All members shall meet at least 4 times annually and as called by the Chair of CFS.

13. QUORUM

- (a) A quorum is required for the meeting to convene *and* at the time of voting.
- (b) A quorum for a meeting with the EB is defined as 50% of the Executive Members plus one. Thus, at least <<3>> members must be present to convene the meeting and take a vote.
- (c) A quorum for members meeting is defined as 50% plus one of the members invited. One of the members must be the Chair or Vice-Chair of the EB. If a quorum cannot be established to convene the meeting, the meeting will be rescheduled to take place within

a week. Once a quorum is established the meeting may convene. When a vote is taken, a quorum must exist. If no quorum exists when a vote is ready to be taken, it must be re-established before the vote may be taken. If it cannot be re-established, the item is held over to the next meeting.

14. MAJORITY VOTE AND CONSENSUS

- (a) CFS has the option to choose between two forms of decision making: Either taking the majority vote or adopting a consensus approach. Either of these can be opted for by the EB.
 - i. CFS can choose to use the Majority Vote Rules approach to EB’s decision making. Thus, each member of the EB has one vote. A majority of those present and voting determines the decision. Please note that a quorum must be established to vote. If a majority cannot be achieved, the Chair makes the decision on behalf of the ESC.
 - ii. CFS can also choose to use the consensus model approach to EB’s decision making. Thus, all members of the EB present and voting must affirmatively agree with the vote. A quorum must be established at the time of the vote. There may be no abstentions or votes that are incongruent. Should consensus not be reached, then Chair gets to make the decision or recourse is to be made to the Majority Vote.

15. DISPUTE RESOLUTION

- (a) Personal challenges that arise should be addressed between the members themselves.
- (b) Work challenges that arise should be dealt with Program Leads who have the authority to intervene. Sometimes, issues can be identified in a grant project or with agreed deliverables. These issues must be escalated through the chain to the appropriate level: starting with Program Lead, who can further escalate the matter to the Chair. These issues should be addressed within a specified time frame. The **Table** below, identifies a trigger that could necessitate the escalation of an issue, the process to escalate issues, the timeframe in which the issue must be escalated, and the timeframe for resolution of the issue.
- (c) Any member may appeal a decision. To appeal a decision, the member must raise their concern with the decision to the individual that made the decision for the purpose of

better understanding why the decision was made, and to discuss the impact of the decision.

(d) If the affected member wants to appeal the decision, they must raise it to the entity above the deciding body. For example, if the Program Lead makes a decision the affected member disagrees with, after discussing it with the Program Lead if the affected member wants to appeal it, the affected member will appeal the decision to the Chair.

(e) The EB is the ultimate decision-making body.

Trigger	Process	Timeframe TO ESCALATE	TIMEFRAME TO RESOLVE	Inaction/Appeal
Program Leads	Bring to attention of Chair via an email. If very urgent, text.	Raise immediately any urgent issue Raise within two business days of identifying any challenge, difficulty, non-compliance, Request for extension of work, raise a week in advance	Expect resolution immediately for urgent matters For any other concern - within 3 business days.	Escalate to EB
Any Deliverable Assigned	Bring to attention of Program Lead via an email. If very urgent, text.	Raise immediately any urgent issue Raise within two business days of identifying any challenge, difficulty, non-compliance, Request for extension of work, raise a week in advance	Expect resolution immediately for urgent matters Expect resolution within 3 business days.	Escalate to Chair. If decision by the chair is unsatisfactory appeal to EB
Work challenges/ inability/ lack of clear instructions/ lack of support or guidance	Bring to attention of Program Lead via an email and Cc Chair and Vice Chair	Raise within two business days of identifying.	Expect resolution within 3 days	Escalate to Chair. If decision by the chair is unsatisfactory appeal to EB
Concerns with any member's behaviour and attitude/ personal circumstances/ fear or intimidation/ sexual exploitation/ improper conduct of any member/ mental health concerns etc	Bring to the attention of Chair	On a case-by-case basis but to be treated with urgency	On a case-by-case basis but to be treated with urgency	Escalate to EB

16. REPORTING REQUIREMENTS

- (a) Every member is responsible to ensure diligence in reporting and giving an update on their deliverables and plans to their Program Leads on a timely basis
- (b) When a members meeting is scheduled, Program Leads must in advance provide a briefing to the Chair.

17. CONFLICT OF INTEREST

A conflict of interest arises when the interests of a member of CFS are in conflict with the interests of CFS. This can be direct, in relation to the interests of the individual, or indirect, in relation to the interests of a close relative or business partner. A conflict of interest arises when a member has a financial interest in a matter under discussion which creates a real danger of bias, or which might reasonably cause others to think it could influence their decision.

Should a conflict of interest exist, the following process must be followed:

- (a) **Declare a conflict** – once identified, a conflict of interest should be declared at the earliest opportunity.
- (b) **Leave the meeting** – the member who declares a conflict should leave the meeting and the other members should decide whether their absence is appropriate or necessary.
- (c) **Decide on next steps** – this depends on the conflict, if the EB decides that there is no conflict, the individual member can go into the meeting. However, if the conflict is of such a low level that it can be tolerated, then the EB should determine how to best protect its interests. The member may for example absent themselves from parts of the meeting where the conflicting activity is discussed. On the other hand, if the conflicts are so frequent or serious that the member's usefulness is considerably lessened, they should resign from their post as member or cease the conflicting activity.
- (d) **Record the process** – the process above should be clearly minuted and a register of interests should be held where committee members can record their interests.

18. FACILITATION PAYMENTS (KICKBACKS)

- (a) CFS does not allow its members to make, or accept, facilitation payments of any kind.
- (b) Facilitation payments are usually small payments (or gifts) made to public/private officials in order to speed up or facilitate actions that the officials are already duty bound to perform.
- (c) CFS makes no distinction between facilitation payments and bribes regardless of their size or the local culture and under the Kenya **Bribery Act No. 47 of 2016** it constitutes a criminal offence by both the individual and CFS.

19. GIFTS

- (a) Gifts should never be solicited.
- (b) Gifts and hospitality intended to influence organisational decision making should never be accepted.
- (c) Gifts and hospitality showing appreciation can be accepted but only if the gifts are not given or received with an expectation that there is an obligation owed as a result of the gift.
- (d) If in doubt as to the motive behind a gift or hospitality, a member must disclose to the EB.
- (e) Any member who accepts gifts or hospitality given because of their affiliation with CFS must declare the gift or hospitality, the organisation or person who gave it and how the business under consideration relates to CFS.

20. ACCOUNTABILITY

Every member is accountable for their deliverables, implementing CFS vision and providing mentorship. In addition, Program Leads are responsible for the supervision of their team and must frequently carry out risk assessments to prevent and manage any concerns arising.

21. INDUCTION

Every new member shall be inducted within two weeks of joining CFS. During induction they will be asked to familiarise themselves with the Governance Policy, meet with the EB and develop their deliverable and reporting plans.

22. TEMPLATES FOR DELIVERABLE AND REPORTING PLANS

For purposes of gathering standard data from members, it is suggested that members fill in the data sought in the templates below.

TEMPLATE FOR NEW MEMBERS TO DEVELOP THEIR DELIVERABLES AND REPORTING PLANS DURING INDUCTION

Name:					
Supervisor:					
Reasons for joining CFS:					
Skills	What skill sets do I have			What do I need to learn or improve on	
Deliverables agreed on:	Writing a policy brief	Attending a training/conference	Writing a blog	Doing research	Other
Reporting					
CFS awareness	Read the Governance Policy	Met the Executive Board	Met the Members	Familiarised myself with the website and research out of CFS	
What are my goals and have I identified how CFS will help me achieve my goals and the members who I will rely on for support:					

TEMPLATE FOR ALL MEMBERS FOR FREQUENT REPORTING

Name:								
CFS Membership	Chair	Vice Chair	Senior Researcher	Researcher	Intern	ICT	Communications Officer	Other
Program Lead on:								
Responsible/Supervision of Team Members (indicate their names)	Yes (indicate names)				No			
Task Assigned								
Have you delivered on your tasks	Completed			In progress			Any challenges/support needed	
Conferences attended								
Academic speaking engagements								
Publications								
Trainings received/given								
Contributions to legislation/policy/media etc								
Public engagement								
Grants/consultancies								
Advocacy/impact								
Mentorship given and received								
Skills training								
Anything else to report on?								
Have you had a physical or online meeting or catch-up session with a CFS member to build a stronger working relationship	Yes (was it productive and will you keep it up)				No (reasons, do you commit to try)			
CFS Future	Work and engagements: What can be done better				Teamwork: What should be improved			
Has CFS supported your career development, skills, extended your networks and what has your contribution to CFS been	Yes				No			