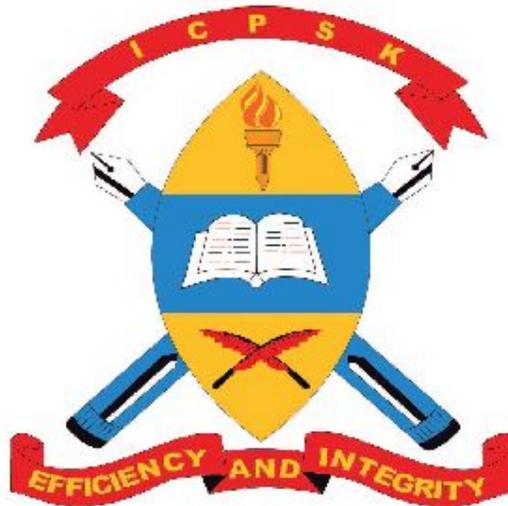


**THE INSTITUTE OF CERTIFIED
PUBLIC SECRETARIES OF KENYA
(ICPSK)**



STRATEGIC PLAN

2014 - 2018

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FOREWORD

The Institute has developed and implemented four strategic plans since inception in 1990. This is the fifth strategic plan of the Institute. The plan covers the five year period from 1st January 2014 to 31st December 2018.

The fourth Strategic Plan (2009 - 2013) comprised eight objectives which have, to a large extent been realised. During the term of the fourth strategic plan, membership of the Institute grew from 2265 to 2807. Interest and participation of members in the activities of the Institute also increased immensely as depicted by members' patronage to the Continuous Professional Development (CPD) Programmes and social functions organised by the Institute.

During the period 2009 - 2013, members have complied with the CPD requirements on a higher scale than before with the average attendance increasing by fifty percent (50%) compared to the previous plan period. In addition, the number of members attending the Institute's Annual International Conference increased by twenty five percent (25%) while the Annual Dinner, which is one of the premier events of the Institute also recorded impressive attendance.

The Institute has attained significant achievements during the plan period 2009 – 2013. Firstly, entrenching the CPS profession in the County Governments Act, 2012. This has ensured that holders of certain offices within the county governments are members of the Institute. Secondly, the Institute introduced Champions of Governance Award (COG Award); an excellence award that honours individuals and organisations that are outstanding in good governance. Thirdly, the Institute incorporated the CPS Governance Centre Limited to spearhead the development of its office complex to provide adequate space to host the secretariat, training centre, research unit and a conference centre. This will be developed during the plan period 2014 - 2018. Fourthly, the Institute introduced monthly governance forums to sensitise its members and the general public on various aspects of devolved governments. Finally, the Institute has further strengthened its partnership with stakeholders including regulators such as Capital Markets Authority (CMA), Insurance Regulatory Authority (IRA), Retirement Benefits Authority (RBA) and Sacco Societies Regulatory Authority (SASRA).

It is noteworthy that the Institute's profile and equally the CPS profession has further risen and the CPS qualification has been recognised by universities for purposes of admission to various degree courses. Furthermore, the CPS qualification is now recognised internationally

by Corporate Secretaries International Associations (CSIA) the global umbrella body for the corporate secretaries and governance professionals that comprises of fourteen member associations from different countries.

The Institute has made and continues to make great strides in the realisation of its vision and mission as contained in the fourth strategic plan. Continuing to exert greater effort in order to continuously improve on performance during the fifth strategic plan period 2014 – 2018 remains a challenge to the Institute. The Institute must therefore strive to build on the strong foundation and venture into new frontiers in order to continue to develop and promote the certified public secretaries profession in Kenya and beyond.

I call upon all members to actively participate and support the activities of the Institute in order to realise the stated objectives in the fifth strategic plan (2014 - 2018).

CS. Catherine Musakali, FCPS(K)
Chairman

EXECUTIVE SUMMARY

The Certified Public Secretaries of Kenya Act Cap. 534 of the Laws of Kenya was enacted in 1988. Subsequently, the first Council of the Institute of Certified Public Secretaries of Kenya was elected in 1991. This is the Fifth Strategic Plan of this Council. It covers the five year period from 2014 to 2018.

The current Strategic Plan will expire on December 31, 2018. A review of the status of implementation of the plan has established that most of the objectives have been implemented, while others are of continuous nature.

The Plan embraces new and innovative ways of achieving objectives of the Institute. Key stakeholders and members of the Institute were involved in the development of the Plan.

The Vision of the Institute is *To be a world class professional body and Centre of Excellence in Governance.*

The Mission of the Institute is *To promote the practice of good governance and leadership through competence development of members and dissemination of knowledge and best practice to stakeholders.*

On the basis of analysis of political, economic, social, technological, environmental and legal (PESTEL) and Strengths, Weaknesses, Opportunities and Threats (SWOT) of the Institute, the following five objectives have been identified:

- a) Promote Practices of Good Governance, Statutory Compliance, Corporate Secretarial Practice and Leadership
- b) Human Capital Development and Management
- c) Institutional Capacity and Corporate Image
- d) Financial Resources
- e) Research

The thrust of this Strategic Plan is the promotion of good governance, raising the profile of the Institute, enhancing members' competence and educating stakeholders on matters relevant to the profession.

The strategic plan is organised into five chapters. Chapter one covers the introduction and background information, chapter two highlights the situational analysis, chapter three identifies the strategic options, chapter four deals with the implementation of the plan and chapter five focuses on the monitoring and evaluation of the plan.

CHAPTER ONE

INTRODUCTION

1.1: Background of the Certified Public Secretaries Profession

In a world where governance and compliance are crucial for organisational success, the role of the Certified Secretary has become increasingly important and necessary. The Certified Public Secretaries (CPS) training offers holders of this qualification the right foundation to effectively make a difference in this ever increasing role. Upon registration with the Institute of Certified Public Secretaries of Kenya (ICPSK), members have access and can take advantage of the exciting and innovative Continuous Professional Development programs, which enable them to maintain high standards of professionalism.

1.1.1: The Profession

The Certified Public Secretaries Profession has its origin in the United Kingdom, when, in 1891, the Institute of Chartered Secretaries was formed. The evolution of the Certified Public Secretaries profession in Kenya is traced to the establishment of the Kenya Accountants and Secretaries National Examinations Board (KASNEB) in 1969. The Board came into being through an Administrative Order under the auspices of the Directorate of Personnel Management, Office of the President. The mandate of KASNEB was to examine both Certified Public Accountants and Certified Public Secretaries. KASNEB was included as an institutional structure in the Accountants Act, Cap 531 Laws of Kenya, in July 1977. A provision was made under the Accountants Act to appoint two members to the Board of KASNEB “from the Governing body of such a profession for Certified Public Secretaries and Administrators as may be established with the consent of the Attorney-General”.

The Kenya Government appointed a working party on the Certified Public Secretaries profession in 1978, which submitted its report to the Attorney General in June 1981, where the enactment of the legal framework on the Certified Public Secretaries profession was recommended. In November 1988, the Certified Public Secretaries of Kenya Act, Cap 534 was enacted by Parliament and became operational on November 1, 1989.

In Kenya like in many other Countries, the CPS profession is governed by an Act of Parliament, Cap 534 of the Laws of Kenya, which establishes the Institute of Certified Public Secretaries of Kenya (ICPSK) and provides for its operations.

Globally, Certified Public Secretaries (CPS) have varying titles depending on the type of organization they are working for and the position they occupy in such organizations. Some

of the titles applicable include Certified Secretary (CS), Company Secretary, Corporate Secretary, Corporation Secretary, Board Secretary, Chartered Secretary, among others.

1.2: Establishment, Mandate and Operations

The Institute of Certified Public Secretaries of Kenya was established in 1988 under the Certified Public Secretaries of Kenya Act, Cap. 534, of the Laws of Kenya. The Institute is governed by a Council comprising of eleven (11) members, out of whom ten (10) are elected by members and one (1) appointed by the Cabinet Secretary for Finance pursuant to the CPS Act.

The Council is led by the Chairman who is also elected by members. The Council operates through Committees established to handle various activities touching on the CPS profession.

Functions of the Institute:

- (a) To promote good governance;
- (b) To promote standards of professional competence and practice amongst members of the Institute;
- (c) To promote research into subjects of governance, management administration, secretarial practice and related matters, publication of books, periodicals, journals and articles in connection therewith;
- (d) To promote international recognition of the Institute;
- (e) To advise the Kenya Accountants and Secretaries National Examinations Board (KASNEB) on matters relating to examination standards and policies;
- (f) To carry out any other functions prescribed for it under any of the provisions of the Act or under any other written law;
- (g) To do anything incidental or conducive to the performance of the functions specified under this statute.

1.3: Membership of the Institute of Certified Public Secretaries of Kenya

In 2013, membership of the Institute stood at 2807 compared to 2265 in 2009, an increase in of 542 (23.9%).

The growth over the last five years is tabulated in table 1 below: -

Table 1: Growth in Membership

Year	Number of Members	Growth %
2009	2265	4.9
2010	2375	5.1
2011	2497	5.1
2012	2625	5.4
2013	2807	7.0

Source: ICPSK

It is worth noting that this growth was above the strategic plan target of 5% for the period 2008-2013.

The target for membership growth is set at 6000 members by the year 2018.

Qualifications for membership of the Institute are prescribed under section 20 of the Certified Public Secretaries of Kenya Act, Cap 534 and as amended through the Statute Law (Miscellaneous Amendments) Act, 2002. A person is qualified to be registered as a Certified Public Secretary if the person:

- a) has been awarded by the Examinations Board (KASNEB) a certificate designated, the final certificate of Certified Public Secretaries Examinations;
- b) holds a qualification approved by the Registration of Certified Public Secretaries Board (RCPSB);
- c) is on June 30, 2002 both a citizen of Kenya and a member of the professional body known as The Institute of Chartered Secretaries and Administrators;
- d) is on June 30, 2002 both ordinarily resident in Kenya and a member of the professional body known as The Institute of Chartered Secretaries and Administrators;
- e) is on November 1, 1989 registered as an Accountant under section 24(1) of the Accountant Act; **or**
- f) is on 30 June 2002 an Advocate of the High Court of Kenya.

1.4: Career opportunities for the Certified Public Secretaries

The certified public secretaries' profession plays a pivotal role in promoting positive work ethics, efficiency in business management and good governance. The certified public secretary's qualification is the only one that specifically addresses the requirements and the role of the certified public secretary. The profession applies equally to all sectors with members who are professionally qualified and skilled to carry out key roles in the Public

Sector - both in national and county governments, the Co-operative Sector, Non-Governmental Organisations (NGOs) and a host of other organisations.

The title of the certified public secretary varies according to type of organisation and includes but are not limited to Certified Secretary, Company Secretary, Corporation Secretary, Chartered Secretary, Governance Professional, among others.

1.5: Role and Responsibilities of the Certified Public Secretary

The certified public secretary is the principal advisor to the Chairman and the Board on good governance. In Kenya, the Companies Act, Cap 486, Section 178 (1) A, provides that every company must have a Company Secretary. The Company Secretary must be qualified in terms of Section 20 of the Certified Public Secretaries of Kenya Act Cap 534 (1988) and the Statute Law (Miscellaneous Amendments) Act, 2002. Similar laws exist in other countries. Directors are required to ensure that persons appointed to the position of Certified Public Secretary hold the recognized qualifications and competence to perform duties of that office.

Some of the specific roles played by the certified public secretary include:

a) Statutory duties

This is the traditional role and has been enacted into law in many countries. The specific roles include:

- (i) Attending meetings of directors and shareholders and recording the proceedings thereof;
- (ii) Making sure that all notices are given in accordance with the provisions of the law and the Memorandum and Articles of Association of the company concerned;
- (iii) Acting as custodians of statutory and other documents, share certificates and the company's seal;
- (iv) Ensuring that statutory returns are prepared, published and filed, as necessary;
- (v) Preparing and maintaining the register of members;
- (vi) Operation of the Central Depository System.

b) Good governance and compliance issues

Good governance is critical in today's world. The certified public secretary is required to observe good governance in the discharge of duties. Compliance and governance issues relate to:

- (i) Fiduciary duties of directors; directors should not make profit out of their organisations with the company;
- (ii) Conflict of interest especially in contracts involving the Organization;
- (iii) Liability for contractual obligations if the directors have not disclosed any interest that they may have in the company;
- (iv) The duty of directors to exercise skill, care and diligence in the course of their duties;
- (v) Disclosure requirements in accordance with the law;
- (vi) Compliance with legal provisions governing the organization's operations;
- (vii) Governance in meetings.

c) Corporate Management

The certified public secretary is a member of the senior management team in an organisation. The responsibilities placed on the certified secretaries include:

- (i) Compliance and governance issues
- (ii) Administration in its widest sense
- (iii) Pensions and trust administration
- (iv) Risk management

d) The certified public secretaries in public practice

The certified public secretaries in public practice offer professional services in the following areas:

- (i) Statutory requirements and compliance
- (ii) Good advisory role on corporate governance
- (iii) Investment and business advisory services
- (iv) Management services
- (v) Pensions administration
- (vi) Insurance administration
- (vii) Management consultancy
- (viii) Corporate recovery

e) Other positions that Certified Public Secretaries occupy

- (i) Secretaries to County Public Service Boards
- (ii) Secretaries to Cities and Urban Boards
- (iii) Secretaries to various commissions and institutions
- (iv) Shares Registrars
- (v) Provincial Administrator

- (vi) Executive Officer
- (vii) Project Manager
- (viii) Charity Trustee
- (ix) Private Practitioner
- (x) Lecturer

f) Benefits that accrue to Certified Public Secretaries

- (i) Eligibility to become a Company Secretary in line with the requirements of Section 178 1A of the Companies Act which reads as follows, “Every Company shall have a Secretary qualified as per section 20 of the CPS Act”.
- (ii) Eligibility to become the Secretary to the County Public Service Board in line with the provision of the County Governments Act, 2012.
- (iii) Eligibility to become the Secretary to the Boards of the Cities and Urban areas in line with the provision of the County Governments Act, 2012.
- (iv) Membership offers an opportunity for linkages with other professionals in Kenya.
- (v) Free copies of the Institute’s journal, The Professional Management, published and circulated 4 times a year and regular electronic updates on current and conventional issues.
- (vi) Access to the Institute’s electronic Newsletter published monthly.
- (vii) Access to the ICPSK Medical Scheme.
- (viii) Opportunity to invest in the CPS Governance Centre.
- (ix) Inclusion in the Institute’s databank for job opportunities in both public and private sectors.
- (x) Access to technical support on professional matters from the Institute.
- (xi) Access to cutting edge knowledge in their respective fields of specialisation through the Institute’s Continuous Professional Development (CPD) programmes.
- (xii) Opportunities for linkages with members of professional bodies worldwide affiliated to the Corporate Secretaries International Association (CSIA) for networking, benchmarking and business.
- (xiii) Access to the ICPSK library resources in both electronic and conventional form.

- (xiv) Eligibility to join the profession's savings and investment arm, the ICPSK Saving & Credit Society Limited and ICPSK Benevolent Fund.
- (xv) Access to forums for interaction with the other members to enhance networking.
- (xvi) Access to platforms to contribute to national development programmes including Vision 2030.

1.6: Institutional Framework for the Certified Public Secretary's Profession

The National Treasury has the policy mandate for the co-ordination of the institutional structure of the certified public secretary's profession under the Certified Public Secretaries of Kenya Act. The institutional structure comprises:

- The Institute of Certified Public Secretaries of Kenya (ICPSK)
- The Registration of Certified Public Secretaries Board (RCPSB)
- Kenya Accountants and Secretaries National Examinations Board (KASNEB).

1.6.1: The Institute of Certified Public Secretaries of Kenya (ICPSK)

The Institute is responsible for enhancing professional competence among its members and promoting the profession nationally, regionally and globally. The functions of the Institute as stipulated in the Certified Public Secretaries (CPS) of Kenya Act Cap 534 are: -

- (a) To promote standards of professional competence and practice amongst members of the Institute;
- (b) To promote research into the subjects of governance, management, administration, secretarial practice and related matters, publication of books, periodicals, journals and articles in connection therewith;
- (c) To promote international recognition of the Institute;
- (d) To advise the Examinations Board on matters relating to examination standards and policies;
- (e) To carry out any other functions prescribed for it under any of the provisions of the Act or under any other written law;
- (f) To do anything incidental or conducive to the performance of the functions specified above.

1.6.2: The Registration of Certified Public Secretaries Board (RCPSB)

The Registration Board has a regulatory role over the profession. The Board is responsible for registration of new members and issuance of practising certificates to eligible members.

1.6.3: The Kenya Accountants and Secretaries National Examinations Board (KASNEB)

KASNEB was established under Section 14 of the Accountants Act, Cap 531 of July, 1977 which was repealed and replaced by the Accountants Act, No. 15 of 2008.

KASNEB is the examining body for the certified public secretary's profession. Successful completion of the prescribed KASNEB examinations is a requirement for registration as a member of the Institute.

1.7: Stakeholders of the Institute

The following have been identified as key stakeholders of the Institute:

1.7.1: Internal Stakeholders

- (a) Members of the Institute
- (b) The Secretariat
- (c) CPS Students

1.7.2: Professional Institutions and Examination bodies

- (a) Kenya Accountants and Secretaries National Examination Board (KASNEB)
- (b) Registration of Certified Public Secretaries Board (RCPSB)
- (c) Association of Professional Societies in East Africa (APSEA)
- (d) Corporate Secretaries International Association (CSIA)
- (e) Institute of Certified Public Accountants of Kenya (ICPAK)
- (f) Institute of Company Secretaries of India (ICSI)
- (g) Institute of Certified Securities and Investment Analyst (ICSIA)
- (h) Institute of Credit Management Kenya (ICMK)
- (i) Law Society of Kenya (LSK)

1.7.3: Governments

- (a) National Government
- (b) Ministry of Devolution and Planning
- (c) County Governments
- (d) The National Treasury
- (e) Ministry of Industrialization and Enterprise Development
- (f) Other Government Departments
- (g) State Corporations and other incorporated companies
- (h) Transition Authority
- (i) Office of the Registrar General
- (j) Office of Attorney General
- (k) Ministry of Foreign Affairs and International Trade

- (l) Vision 2030 Delivery Secretariat
- (m) Institute of Directors (IOD)
- (n) Centre for Corporate Governance (CCG)
- (o) Kenya Private Sector Alliance (KEPSA)
- (p) Anti-Counterfeit Agency (ACA)

1.7.4: Publics

- (a) Media Houses
- (b) Members of the Public
- (c) Publishers
- (d) Upper Hill District Residents Association (UHDA)
- (e) Suppliers
- (f) Competitors

1.7.5: Regulators

- (a) Capital Markets Authority (CMA)
- (b) Nairobi Securities Exchange (NSE)
- (c) Central Depository Settlement Corporation (CDSC)
- (d) Insurance Regulatory Authority (IRA)
- (e) Retirement Benefits Authority (RBA)
- (f) Federation of Kenya Employers (FKE)
- (g) Ethics and Anti-Corruption Commission (EACC)
- (h) Kenya Union of Savings and Credit Co-operatives (KUSCCO)
- (i) Kenya Law Reform Commission (KLRC)
- (j) Sacco Societies Regulatory Authority (SASRA)
- (k) Kenya Private Sector Alliance (KEPSA)
- (l) Communication Commission of Kenya (CCK)
- (m) Central Bank of Kenya (CBK)

1.7.6: Education and Training Institutions

- (a) Universities
- (b) Middle level Colleges
- (c) Secondary schools
- (d) Kenya Bankers Association (KBA)
- (e) Kenya Institute of Management (KIM)
- (f) Kenya School of Government (KSG)
- (g) Kenya Institute of Supplies Management (KISM)
- (h) Kenya Shareholders Association (KSA)
- (i) National Industrial Training Authority (NITA)

CHAPTER TWO

SITUATIONAL ANALYSIS

This chapter seeks to assess the current situation in order to determine the strategic direction ICPSK needs to take to achieve its mandate. Two well known tools for analysing the situation were employed; The PESTEL (Political, Economic, Social, Technological, Environment and Legal) and SWOT (Strengths, Weaknesses, Opportunities and Threats) analyses.

2.1: PESTEL Analysis

A PESTEL analysis considers external factors that affect the organisation and was carried out to assist the Institute focus on the impact of the external environment on the strategic plan. The analysis attempted to document the external factors affecting ICPSK now and those likely to affect it in future. The ICPSK is undertaking its mandate in the context of the following conditions:

2.1.1: Political

The political landscape directly and significantly influences the economic fortunes of a country; Political instability keeps away investors and generally leads to capital flight from the domestic market. The political will and resolve of the Government to effectively address such issues as the rule of law, corruption, good governance, security, and the creation of a conducive business environment will affect the investment climate fundamentally.

The government presents political stability and effective leadership committed to results, devolution and creation of an enabling environment for the Institute activities. The perception of poor governance, high levels of bureaucracy and corruption in the management of public affairs presents opportunities for the Institute to make a significant positive impact by championing creation of new governance structures and promotion of good governance practices in the management of public affairs.

2.1.2: Economic

The Kenya Vision 2030 has the potential to focus national effort and facilitate the achievement of significant progress in critical areas that include inculcating the culture of integrity and public values in performance of duties. The high cost of living brought about by high fuel prices, spiraling inflationary pressures, high unemployment and rising poverty levels have significant bearing on purchasing power of members of the Institute. Therefore, the Institute will need to continuously monitor these indicators since they will affect it particularly with regard to demand and pricing of seminars and conferences.

The establishment of the East African Community (EAC) Common Market effective from July 2010 created a huge trading block with a population of over 160 million people. This coupled with key global economic developments give room for opening up of business opportunities. This “new” market will provide the Institute with a large pool of organisations that will require services that the Institute offers. On the supply side, there is bound to be increased competition from other professional bodies that will also seize the opportunity to enhance their operations in a bid to increase their market size.

The Institute membership in Corporate Secretaries International Association (CSIA) will enable members to offer their services in the areas of corporate governance, compliance and secretarial advisory service (CGCSAS) in the world more so if the petition by the CSIA to WTO to recognise the distinct nature of the CGCSAS sector in services Sectorial classification succeeds. The Institute should capitalise on the free movement of labour to create networks to promote the profession. For the Institute to harness the benefits of the East African Community, it is important to work with the other East African Countries to popularise the profession.

2.1.3: Social

According to the last census, Kenya’s population stood at 38.7 million with an annual population growth rate of 2.8%. The population in urban areas is 22%. Of this, 15-35 age group accounts for 38%. This is the age group at which human capital formation takes place and is projected to grow to approximately 45% of the national population. The Institute should target this group in its recruitment drive.

The diversity of the Kenyan people offers a opportunity to bring together a very strong team of employees and stakeholders to consult in the implementation of the programme. The diversity of the Kenyan people means that they have different needs and are at different levels of socio-economic development. It is important therefore to foster national unity by recognising diversity while at the same time protecting and promoting the interests and rights of minorities and marginalised communities. There is need to increase marketing of the Institute’s activities, promote the CPS profession and enhance advocacy to promote the image of the Institute both at the National and County level.

2.1.4: Technological

Technology provides an effective channel through which the Institute can interact with its publics. An effective ICT strategy and Management Information System integrating different systems that provide information for the proper delivery of the mandate is necessary. There is

therefore need to keep pace with the ever changing technology with a view to enhancing efficiency in service delivery by investing sufficient financial resources in the latest information and communication technology. The Institute will embrace and seek modern pedagogical approaches such as e-learning and video conferencing towards attaining its goals of reaching more members. The Institute will also endeavour to be paperless, thus enhancing its ability to roll out e-services by creating a versatile website to allow interaction with members and other publics.

2.1.5: Legal

The Constitution of Kenya 2010 has created a devolved government with new governance structures. During the implementation of this Plan, changing legislative and institutional frameworks nationally, regionally and internationally will greatly influence the policy and operational direction of the Institute. It is therefore necessary to keep track of new legislative agenda including the Companies Bill that are being formulated to ensure that the interest of the Institute is adequately taken care of. The Institute should strive to enact a policy on Governance, Integrity and Investment (GII).

2.1.6: Environmental

Environmental degradation and climate change may lead to low levels of investment and economic performance due to natural calamities that have in the past caused havoc. The Institute will therefore embrace “green” technologies and play a role in mitigating general and specific effects of climate. The Institute will get involved in an environmental activity that it can be identified with.

2.2: SWOT Analysis

The SWOT Analysis involved an assessment of both internal (Strengths and Weaknesses) and external (Opportunities and Threats) factors with a view to matching ICPSK’s goals, programmes and capacities to the social environment in which it is operating. This analysis steered the strategic plan to:

- (i) Capitalise on the strengths
- (ii) Overcome or minimise the weaknesses identified
- (iii) Take advantage of the opportunities
- (iv) Respond appropriately to the threats

2.2.1: Strengths

(a) Members value the professional designation

The CS designation is highly valued by members of the profession.

(b) Positive image of the Institute

The Institute has continued to maintain and enhance a positive public image.

(c) Membership of national, regional and international professional bodies

The Institute is a member of several national, regional and international professional bodies whose membership has led to the Institute's global recognition and expanded the opportunities for its members.

(d) Qualified, competent and dedicated Council and the Secretariat

The Institute is led and managed by a team of qualified, competent and dedicated Council and staff. The Council is responsible for providing policy guidelines while the Secretariat is in charge of implementation of policies and the day to day management of the Institute.

(e) Enabling legal framework (established under an Act of Parliament)

The Institute is established under the Certified Public Secretaries of Kenya Act, Cap 534. The Act plays a pivotal role in the development of the profession.

(f) Professional competencies of members

Members of the Institute are competent in governance, statutory compliance, administration, secretarial practice and corporate law, among others.

(g) Own premises - The CPS Governance Centre

With the acquisition of the CPS Governance Centre, the Institute has adequate space to develop modern office facilities, a research centre as well as modern training facilities for the development of the profession.

(h) Good working relationship with stakeholders

(i) The work of ICPSK requires collaboration of all stakeholders to ensure that information and experiences are shared across the divide and to enhance its work.

(ii) The Institute will let out extra space in its premises and channel the proceeds towards funding research, marketing and research activities for the growth of the Institute.

(iii) Publicise the requirement that Secretaries to County Public Service Boards and Parastatals should be members of ICPSK.

(iv) Members of the Institute belong to other professional bodies and thus bring a wealth of knowledge and skill to the Institute.

(v) Intensify the campaign to separate the role of the Chief Executive Officer and the Secretary.

(i) **Adequate capacity for influencing public policy**

The Institute has adequate capacity to influence public policy and to educate stakeholders on matters of good governance.

2.2.2: Weaknesses

(a) **Inadequate marketing of the certified public secretaries profession**

The market is not very well sensitised about the certified public secretary's profession.

(b) **Inadequate human and financial resources**

The Institute's resources are not adequate to support its programmes.

(c) **Members belonging to several professional bodies**

Some members of the Institute belong to two or more professional bodies which may lead to divided loyalty.

(d) **Inadequate internal capacity for research**

The capacity of the Institute to undertake research is inadequate.

(e) **Inadequate facilities, equipment and transport**

The Secretariat faces a shortage of operational facilities and equipments that include computers, vehicles and office space.

(f) **Ineffective branch structure**

The branch structure requires strengthening.

(g) **Low ICT uptake**

The Institute has not fully embraced the use of ICT in its operations for enhanced efficiency and effectiveness in service delivery.

(h) **Competing interests**

Competing interests and conflict of interest by some members who promote the activities of the Institute as private ventures remains a challenge to the Institute.

2.2.3: Opportunities

(a) Political and public goodwill

The general public and all players across the political divide have very high expectations of ICPSK given the many incidences of poor governance and misappropriation of public funds. ICPSK has an opportunity to ride on this goodwill to deliver on its mandate; promoting ethical practices, high standards of integrity and good governance.

(b) The Kenya Vision 2030

Kenya Vision 2030, which is the country's long term development blueprint, has laid great emphasis on the need to inculcate ethics, values and principles of public service as enshrined in the Constitution of Kenya, 2010 so as to enable the country reach its goal of creating a globally competitive and prosperous country with high quality of life by the year 2030.

(c) Lobby parliament on amendment and enactment of various legislations

Riding on the goodwill ICPSK enjoys, it can lobby Parliament to enact the amendments on the CPS Act, the Companies Act, The State Corporations Act, among others. This will go a long way meeting challenges posed by the growing profession.

(d) High level of interaction with other arms of Government including Parliament and Executive

The memorandums prepared by the Institute are meant for Parliament and Executive as much as they are public. This high level of interaction offers ICPSK an opportunity to influence policies in a very positive way.

(e) Ongoing public sector reforms

ICPSK can exploit the ongoing public sector reforms such as performance contracting, harmonization of the public sector, corruption eradication to further enhance and mainstream its strategies. The Institute should lobby to be heard in the political arena especially in the fight against corruption and promotion of good governance and in return get opportunities to promote the same in other institutions.

(f) An expanding market for the certified public secretaries profession

Globalization, information technology, market liberalisation, restructuring and privatisation of public enterprises have all opened up new avenues for the certified public secretary's profession. The implementation of Kenya Vision 2030 blueprint is expected to create additional opportunities for the profession while the East African Regional Integration is a most welcome development.

(g) Entrenchment of the certified public secretaries profession in relevant legislation

There is an opportunity for the profession to be entrenched in other legislation such as the County Governments Act, 2012, State Corporations Act, Cap 446 and several statutes of parliament that create corporate bodies.

(h) Review of the CPS syllabus

KASNEB is in the process of reviewing the Certified Public Secretaries syllabus in light of the changing environment. The syllabus is reviewed every five years and benchmarked with international standards and best practices.

(i) Networking and strategic alliances

Networking and strategic alliances will contribute to strengthening the profession, opening new opportunities for members and international recognition.

(j) Demand for good governance

Good governance has and continues to gain greater prominence nationally and internationally.

(k) Reciprocal recognition of the CPS qualification

The Institute is a member of the Corporate Secretaries International Association (CSIA). These two have mutual recognition for their respective qualifications.

(l) Others

The Institute needs to:

- (i) The Institute to establish itself to become the point of reference in terms of training on governance matters;
- (ii) The Institute to promote the CPS qualification and the profession through APSEA and the East African Community;
- (iii) The Institute to lobby to be heard in the political arena especially in the fight against corruption;
- (iv) support the government's efforts in the fight against corruption and promotion of good governance and in return get opportunities to promote the same in other institutions;
- (v) Need to lobby to ensure that the County Secretaries are qualified certified secretaries and members of the Institute in good standing;
- (vi) Initiatives between ICPSK, EACC and CMA (Governance, Integrity and Investment) and the APSEA MOU. These are good initiatives to address the challenges brought about by the devolved government;

- (vii) Need to market the CPS profession to ensure that CPS graduates become members of ICPSK. There is need for an appropriate correspondence mechanism to the qualified CPS graduates, for example *registration forms to CPS graduates to encourage them to join the membership of the Institute*);
- (viii) Train the Secretaries to the County Public Service Boards and use them as a focal point to offer appropriate advice to the Boards on the operations of the Counties;
- (ix) There is opportunity of creating other categories of membership to enable senior officers in the public sector to join the membership of the Institute and
- (x) Continuously encourage eligible members of LSK, ICPAK and other professions to join the membership of the Institute.

2.2.4: Threats

(a) **Lack of understanding of the mandate of ICPSK by the public**

The mandate of ICPSK is not well understood both at the organisation level and by the public in general. It is important to mitigate this threat by educating and sensitising the public on the mandate of ICPSK and the role the public can play to enhance the Institute's role on governance.

(b) **The Companies Bill**

The Companies Bill exempts some companies from the requirement of engaging the services of a certified public secretary.

(c) **Competition from other professions and institutions**

The Institute continues to face stiff competition from other professions and institutions.

(d) **Weak enforcement of the relevant laws**

The mechanism to fully enforce the requirements of the Certified Public Secretaries of Kenya Act and the Companies Act is weak. The presence of quacks and persons masquerading as CPS qualification holders poses a threat to the profession hence need for the Director of Public Prosecutions to prosecute such persons.

(e) **Partial recognition of the CPS qualification in recruitment and career progression**

Both public and private organisations have apparently only partially recognized the CPS qualification.

(f) **Other areas**

- (i) Very few institutions offer the CPS course.
- (ii) Lack of recognition of the Institute as a key pillar in the training and promotion of good governance.

- (iii) Lack of harmonized scale of fees by members.
- (iv) Lack of annual practicing certificate.
- (v) Need for certification of ICPSK as a certified trainer in the area of governance.
- (vi) The Institute has not promoted itself as the training body of choice for governance.

Summary of SWOT Analysis

STRENGTHS	WEAKNESSES
<ul style="list-style-type: none"> • Members value the professional designation • Positive image of the Institute Membership of national, regional and international professional bodies • Qualified, competent and dedicated Council and the Secretariat • Enabling legal framework (established under an Act of Parliament) • Professional competencies of members • Own premises - The CPS Governance Centre • Reciprocal recognition of the CPS qualification • Good working relationships with stakeholders 	<ul style="list-style-type: none"> • Inadequate capacity for influencing public policy • Inadequate marketing of the certified public secretaries profession • Inadequate human and financial resources • Members belonging to several professional bodies • Inadequate internal capacity for research • Inadequate facilities, equipment and transport
OPPORTUNITIES	THREATS
<ul style="list-style-type: none"> • Political and public goodwill • Supporting Kenya Vision 2030 • Lobby parliament on amendment and enactments of various legislations. • High level of interaction with other arms of Government including Parliament and Executive • Ongoing public sector reforms • An expanding market for the certified public secretaries profession • Entrenchment of the certified public secretaries profession in relevant legislation • Review of the CPS syllabus • Networking and strategic alliances <ul style="list-style-type: none"> • Demand for good governance 	<ul style="list-style-type: none"> • Lack of understanding on the mandate of ICPSK by the public • The proposed Companies Bill • Competition from other professions and institutions • Weak enforcement of the relevant laws • Partial recognition of the CPS qualification in recruitment and career progression

2.3: Vision and Mission

2.3.1: Vision

To be a world class professional body and Centre of Excellence in Governance.

2.3.2: Mission

To promote the practice of good governance and leadership through competence development of members and dissemination of knowledge and best practice to stakeholders.

2.4: Core Values

We commit ourselves to live up to the highest ideals of good governance guided by the following core values:

2.4.1: Integrity and Honesty

To enhance stakeholders' confidence in our services, we shall meet their expectations by carrying out duties and responsibilities with honesty, fineness and integrity.

2.4.2: Professionalism

To adhere to best practices, high levels of competence and ethics through Continuous Professional Development for improved service delivery.

2.4.3: Team Work

We shall collaborate with colleagues and stakeholders to achieve our goals and objectives through consultations, consensus building, participation and consideration of diversity of opinion and experiences.

2.4.4: Creativity and Innovation

Promote innovation and creativity through; research, regular brainstorming sessions and exchange of ideas at all levels, so as to tap the full potential of our staff, members and partners.

2.4.5: Social Responsibility

To exhibit a high degree of sensitivity and responsibility within the society.

CHAPTER THREE

STRATEGIC OPTIONS

3.1: Objectives and Strategies

In order to address the challenges and optimise the opportunities that the certified secretary's profession faces now and in future, the Institute will pursue the following specific objectives during the plan period:

3.1.1: Objective 1; *Promote Good Governance*

Strategies

- (a) Develop and implement standards of best practice.
- (b) Sensitize the Institutions and the public to embrace good governance and statutory compliance.
- (c) Promote participation in the Champions of Governance (COG) Award by 30% p.a.
- (d) Implement and promote the Champions of Governance Index (CGI).
- (e) Partner with CMA and EACC to promote the Governance, Integrity and Investment (GII) initiative for County governments.

3.1.2: Objective 2; *Increase membership of the Institute by 100% during the plan period*

Strategies

- a) Establish a training Institution to offer the CPS Course.
- b) Advise on the revision of CPS Syllabus.
- c) Lobby governments and other stakeholders for enhanced recognition of CPS qualification in the job market.
- d) Articulate the benefits of membership to eligible persons.
- e) Introduce different categories of membership.

3.1.3: Objective 3; *Strengthen Institutional Capacity and Management*

Strategies

- (a) Develop a policy framework for attracting, motivating, developing and retaining staff.
- (b) Develop and implement an ICT policy for integrated and enhanced service delivery.
- (c) Institute standards and mechanisms of identifying committed and qualified Council and Committee members.
- (d) Separate the role of the Chief Executive Officer and that of the Secretary to the Council.

- (e) Develop and implement a succession plan.

3.1.4: Objective 4; *Promote the Corporate Image of the Institute*

Strategies

- (a) Build linkages and partnerships with various stakeholders.
- (b) Develop and implement marketing strategies.
- (c) Undertake branding of the CPS Profession.
- (d) Undertake at least one CSR activity quarterly.

3.1.5: Objective 5: *Ensure Financial Sustainability*

Strategies

- (a) Diversify sources of revenue.
- (b) Establish benchmarks for all activities.
- (c) Develop and implement an investment policy.
- (d) Enhance financial management and accounting processes.
- (e) Develop a risk management framework including analysis of competitors.

3.1.6: Objective 6; *Promote Innovation, Research and Development*

Strategies

- (a) Train members and staff on research methods.
- (b) Enhance and maintain the research capacity.
- (c) Source for research funds.
- (d) Encourage research in governance.
- (e) Operationalize the research centre.

3.2: Action Plan

The following matrix details the strategies for achieving each objective and specifies the actions that will be undertaken to achieve these strategies. In addition, the time frame, performance indicators, targets and responsibility are indicated against each activity.

Strategy	Activity	Outcome/ Output	Time frame	Performance Indicator (s)	Target	Responsibility
Objective 1: Promote Good Governance						
a). Develop and implement standards of best practice.	Develop TOR	TOR document	March 2014	Improved governance practices	one	<ul style="list-style-type: none"> ▪ Professional Development, Innovation and Standards Committee ▪ CEO
	<ul style="list-style-type: none"> ▪ Prepare draft standards ▪ Benchmark the standards ▪ Publish and disseminate the standards 	Standards in place	<ul style="list-style-type: none"> ▪ December 2014 ▪ Continually thereafter 	Improved governance practices	One	
b). Sensitise the Institutions and the public to embrace the principles of good governance and statutory compliance.	Sensitisation of members	Members sensitised	Continually	Sensitisation workshops	Three	<ul style="list-style-type: none"> ▪ Council ▪ CEO
	Design suitable educational and training programmes	Programmes developed	Annually	<ul style="list-style-type: none"> ▪ Number of institutions ▪ Number of individuals 	<ul style="list-style-type: none"> ▪ 5 ▪ 400 	<ul style="list-style-type: none"> ▪ Professional Development, Innovation and Standards Committee
	Implement the programmes	Programmes implemented	Annually	Market Survey report	Report	<ul style="list-style-type: none"> ▪ CEO
	Create good governance awareness through the institute journal	Increased awareness	Quarterly	Increased awareness	4 Issues of the journal p.a	
	Develop and monitor implementation of code of governance, governance handbook and governance framework	Documents developed	1 year	Documents in place	One each	Council CEO
	Sensitization of members	Members sensitized	Continually	sensitization workshops	Three	Council CEO
c). Promote participation in the COG Award by 30% annually	Encourage more Chairmen, CEOs and Certified Secretaries to participate in the COG Award	Improved leadership	Annually	Increased entry in COG Award	5 additional entrants p.a	Governance, Legislation and Devolution Committee

Strategy	Activity	Outcome/ Output	Time frame	Performance Indicator (s)	Target	Responsibility
	Encourage more organisations to join COG Award	Increased organisations compliance	Annually	Increased entry in COG Award	5 additional entrants p.a	<ul style="list-style-type: none"> ▪ COG Award Taskforce ▪ Governance, Legislation and Devolution Committee
d). Implement and promote the Champions of Governance Index	Incorporate the Index	Name registered with Kenya Industrial Property Institute (KIPI)	1 year	Registered name	One	<ul style="list-style-type: none"> ▪ Council ▪ CEO
	Liaise with donors to develop and grow the Index	Index documentation done	1 year	Index developed and documented	One	<ul style="list-style-type: none"> ▪ Council ▪ CEO
e). Partner with the CMA and EACC to promote the Governance, Integrity and Investment initiative in the counties.	Sign a Memorandum of Understanding	Memorandum of Understanding	1 year	MOU in place	One	<ul style="list-style-type: none"> ▪ Council ▪ CEO
	Sensitisation of members	Members sensitised	Continually	Sensitisation workshops	Three per annum	<ul style="list-style-type: none"> ▪ Council ▪ CEO
Objective 2: Increase the membership of the Institute by 100% during the Plan Period						
a). Establish a Training Institution to offer CPS course	Register a Training Institute	Training Institute registered	1 year	Registered Training Institute	One	<ul style="list-style-type: none"> ▪ Council ▪ CEO
	Establish a Training Institution	Training Institute established	1 year	Established Training Institution	One	
	Training students	200 students trained	1 year	Students trained	Two intakes	
	Intensify distribution of promotional materials	Increased awareness	Continually	<ul style="list-style-type: none"> ▪ Number of potential students reached ▪ Number of students registered 	<ul style="list-style-type: none"> ▪ 40,000 p.a ▪ 2,000 p.a 	
b). Advise on the revision of the CPS Syllabus	Hold a workshop to review the Syllabus	Reviewed Syllabus	April, 2014	Reviewed Syllabus	Every 5 years	<ul style="list-style-type: none"> ▪ CEO ▪ Membership Services, Advocacy

Strategy	Activity	Outcome/ Output	Time frame	Performance Indicator (s)	Target	Responsibility
c). Lobby stakeholders for enhanced recognition of the CPS qualification in the job market	CPS Act recognized in Acts of Parliament	CPS made mandatory in the Act	Continually	Number of Acts recognizing the CPS qualification	One	and Communication Committee
d). Articulate the benefits of membership to eligible persons	Document the benefits of membership	Membership benefits document	April, 2014	Number of eligible persons reached	5000p.a.	
	Disseminate the benefits	Increased awareness	Continually	Number of eligible persons registered as members	1000p.a.	
e). Introduce different categories of membership	Review the membership provisions on the CPS Act	Membership Category report	One year	New categories of membership	500	

Objective 3: Strengthen Institutional Capacity and Management

Strategy	Activity	Outcome/ Output	Time frame	Performance Indicator (s)	Target	Responsibility
a). Develop a policy framework for attracting, motivating, developing and retaining staff	Engage an ICT consultant	Clear guidelines on attracting, motivating, developing and retaining staff	Annual	New categories of membership	One	<ul style="list-style-type: none"> Finance, Administration and Strategy Committee CEO
	Develop terms and conditions of service booklet	Attractive conditions and terms of service	Annual	Booklet	One	
	Develop a new performance appraisal tool	Performance appraisal tool developed	June, 2014	New performance appraisal form	One	
	Institutionalise performance appraisal practice	Staff evaluated	December, 2014	Performance appraisal results in place	One	
	Develop and implement performance based reward system	Performance based reward system developed	December, 2014	Performance based reward system in place	One	
	Improve on organizational culture	Organizational culture improved	Continuous	Organizational culture survey document	One	
	Improve on working conditions	Improved Staff morale	Continuous	Staff satisfaction survey document	One	
b). Develop and implement an ICT	Engage an ICT consultant	Consultant in place	March, 2014	Consultant in place	One	<ul style="list-style-type: none"> Finance,

Strategy	Activity	Outcome/ Output	Time frame	Performance Indicator (s)	Target	Responsibility
policy for enhanced Integrated service delivery	Develop a new website	New website in place	April, 2014	New website	One	Administration and Strategy Committee • CEO
	Recruit an ICT Officer	ICT Officer recruited	March, 2014	ICT Officer	One	
	Prepare the ICT policy	Policy document	June, 2014	Policy document	One	
	Engage an ICT consultant	Consultant in place	June, 2014	Consultant in place		• Finance, Administration and Strategy Committee ▪ CEO
	Acquire and install ICT infrastructure	Infrastructure in place	June, 2014	<ul style="list-style-type: none"> ▪ Acquisition and installation report ▪ Enhanced ICT system 	One	
c). Institute standards and mechanisms of identifying committed and qualified Council and Committee members	Develop a criteria to be used in identifying Council and Committee members	Standard criteria developed	May, 2014	Developed criteria	One	
	Formation of Nomination and Vetting Committee	Committee in place	March, 2014	Committee established	One	
	Nomination of Council and Committee members	Council and Committee members nominated	May, 2014	Council and Committee members in place	One	
	Annual Evaluation of Council and Committee members	Evaluation Report	February every year	Enhanced performance	One	Council
d). Separate the role of the Chief Executive Officer and the Secretary	Amend the CPS Act	CPS Act amended	December, 2014	Amended CPS Act	One	<ul style="list-style-type: none"> ▪ Council ▪ CEO
e). Develop and implement succession plan	Review the by-laws	Revised by-laws	June 2014	Revised by-laws	One	<ul style="list-style-type: none"> ▪ Council Finance, Administration and Strategy Committee
	Have the by-laws gazetted	Gazetted by-laws	April 2014	Gazetted by-laws		
	Elect effective leaders to Council	Effective leaders elected	Annually	<ul style="list-style-type: none"> ▪ Effective leaders elected ▪ Improved performance 	All	<ul style="list-style-type: none"> ▪ CEO

Strategy	Activity	Outcome/ Output	Time frame	Performance Indicator (s)	Target	Responsibility
	Improve on general condition and outlook of offices	Conductive working environment	March, 2014	Outlook of offices	All	
Objective 4: Promote the Corporate Image of the Institute						
Strategy	Activity	Outcome/ Output	Time frame	Performance Indicator (s)	Target	Responsibility
a). Build linkages and partnerships with various stakeholders	Signing Memoranda of understanding	Two Memoranda of understanding signed	One year	Enhanced positive image	Number of Memoranda of understanding signed	<ul style="list-style-type: none"> ▪ CEO ▪ Membership Services, Advocacy and Communication Committee
b). Develop and implement marketing strategies	Develop and implement marketing strategies	Marketing strategy developed	One year	Strategies developed and implemented	One	
	Develop a Networking policy	Policy implemented	One year	Policy document in place	One	
c). Undertake branding of CPS professional	Launch the new brand	New brand Launched	Two years	New name	one	
d). Undertake at least one (1) CSR activity quarterly	Organising and participating in CSR activities	one CSR activities undertaken	One year	CSR activities undertaken	one	
Objective 5: Ensure Financial Sustainability						
Strategy	Activity	Outcome/ Output	Time frame	Performance Indicator (s)	Target	Responsibility
a). Diversify sources of revenue	Identify and prioritise viable alternative sources	Viable alternatives identified and prioritised	January 2014 and continually	Number of new sources	One	<ul style="list-style-type: none"> • Finance, Administration and Strategy Committee • CEO
	Generate revenue from the sources	Revenue generated from other sources	January, 2014 and continually	Amount of revenue generated	One	
b). Establish benchmarks for all activities	Develop benchmarks	Benchmarks in place	1 year	Documented benchmark booklet	One	
c). Develop and implement an investment policy	Develop an Investment policy	Taskforce in place	December 2014	Taskforce formed	One	

Strategy	Activity	Outcome/ Output	Time frame	Performance Indicator (s)	Target	Responsibility
	Develop the policy	Investment policy developed	1 year	Investment policy document	One	
	Develop and implement a financial management policy	Financial management policy developed	1 year	Financial Management policy document	One	<ul style="list-style-type: none"> Finance, Administration and Strategy Committee CEO
	Develop a Cost management policy	Cost management policy in place	1 year	Cost management policy document	One	
	Lipa na MPesa	Lipa na MPesa in place	April, 2014	Lipa na MPesa service	One	
	Strengthen the Institute and its subsidiaries	Links strengthened	June, 2014	Links strengthened	Four	
	Acquisition of a customised financial system	A financial system in place	March 2015	Financial system in place	one	
d) Enhance Financial management and accounting process	Develop and implement annual budget	Annual budget in place	September 2014	Approved annual budget document	one	<ul style="list-style-type: none"> Finance, Administration and Strategy Committee CEO Audit, Risk and Compliance Committee
	Develop reporting tools	Reporting tools in place	September, 2014	Reporting tool documents	one	
	Quarterly reports	Quarterly reports	Every quarter	Quarterly reports document	Three	
	Developing a risk management framework	Risk management framework in place	1 year	Risk management framework document	One	
e). Develop a risk management framework including analysis of competitors.	Developing a risk management framework	Risk management framework in place	1 year	Risk management framework document	one	Audit, Risk and Compliance Committee
Objective 6: Promote Innovation, Research and Development						
Strategy	Carry out training needs assessment (TNA)	TNA report	June 2014	TNA report	One	Responsibility
a). Train members and staff on research methods.	Design training programmes	Training programmes	September 2014	Training programmes	One	Professional Development, Innovation and Standards Committee
	Undertake the training	Trained members and staff	December, 2014 and continually	Number of members and staff trained	One	

Strategy	Activity	Outcome/ Output	Time frame	Performance Indicator (s)	Target	Responsibility
	Training members and staff	Training report	December, 2014 and continually	Number of training reports	One	
		Members and staff trained	Continuous	Number of members and staff trained		
b). Enhance and maintain the research capacity	Allocate funds in the budget	Amount allocated	January 2014	Amount allocated	One	
c). Source for research funds	Prepare funding proposals	Number of proposals	April, 2014 and continually	Number of proposals prepared	One	
	Prepare funding proposals Appoint researchers in governance	Number of proposals Researchers in place	April, 2014 and continually December, 2014	Amount raised Researchers in place		
d). Encourage research in governance	Assign areas of research	Research areas identified	December, 2014	Research reports	One	
e) Operationalize the research Centre	Allocating space for research	Research centre office in place	March, 2015	Research centre office in place	one	

CHAPTER FOUR

IMPLEMENTATION

4.1: Introduction

The effective implementation of the Strategic Plan requires an appropriate organisation structure, proper and adequate allocation of resources and the recruitment, deployment and motivation of qualified personnel through a variety of financial and non-financial incentives. Effective implementation of the plan will also require enforcement of the Certified Public Secretaries of Kenya Act (Cap 534) to ensure that organisations comply with the Act, regular review of the CPS of Kenya Act and the Companies Act (Cap 486), amendment to various relevant Acts with a view to creating an enabling environment for the certified public secretaries profession to thrive.

4.2: The Council

The Council is the policy making organ of the Institute. The Council is appointed pursuant to Section 8 of the Certified Public Secretaries of Kenya Act and operates through Committees. In addition to the Council's various duties and responsibilities towards members as set out in the Institute's By-Laws, the Council is also responsible for the leadership of the Institute. The Council delegates the executive functions to the Secretary and Chief Executive Officer of the Institute.

The Committees of the Council are as follows:

- 1) Finance, Administration and Strategy Committee
- 2) Membership Services, Advocacy and Communication Committee
- 3) Professional Development, Innovation and Standards Committee
- 4) Governance, Legislation and Devolution Committee
- 5) Audit, Risk and Compliance Committee
- 6) Disciplinary Committee.

Each Committee shall have seven (7) to nine (9) members. The Council may appoint sub-committees and task forces to handle special tasks, as and when it is deemed necessary.

4.3: Terms of Reference of the Committees

4.3.1: Finance, Administration and Strategy Committee

- (a) Guide the preparation of the annual budget.
- (b) Monitor financial performance against the approved budget.

- (c) Formulate strategies for improving the financial position of the Institute.
- (d) Ensure sound financial management and accounting practice including maintenance of books of accounts and preparation of periodical management accounts and annual financial statements.
- (e) Study the fiscal policies with emphasis on the national budget and taxation and how they impact on the economy.
- (f) Study other financial policies and regulations in Kenya with reference to:
 - Retirement schemes
 - Collective investment schemes
 - Insurance
 - Capital markets
 - The Stock Exchange
 - Money markets
 - The relevant regulatory bodies and how they promote effectiveness and harmony in the financial sector.
- (g) Examine issues and policies relating to government debt in relation to both fiscal and monetary practices.
- (h) Perform any other duties as may be necessary to enable it to comprehend and advise the Council on issues involving the Performance of the Financial Sector in Kenya.
- (i) Report regularly to the Council on specific matters involving the economy and any other aspect of the finance sector in Kenya.
- (j) Examine policies, issues and legislation of Kenya's monetary, fiscal and financial systems.
- (k) Review of membership fees and other fees.
- (l) Deal with staff matters including recruitment, staff welfare, training and development, performance management, discipline and separation.
- (m) Advise the Council on corporate policies and strategies.
- (n) Guide the development of the strategic plan.
- (o) Monitor the implementation of the strategic plan.
- (p) Maintain and develop information technology facilities including the Institute's website.

4.3.2: Membership Services, Advocacy and Communication Committee

- (a) Create awareness of the role of the Institute and the certified public secretaries' profession in Kenya.
- (b) Promote national, regional and international recognition of the Institute.

- (c) Develop publicity proposals and networks with other relevant professionals with a view to enhance and raise the profile of the Institute locally, regionally and internationally.
- (d) Inform, educate and update members and the public at large on issues related to and of interest to the certified public secretaries' profession.
- (e) Organise Institute events such as the Economic Management Symposium, National Budget workshops, Annual Dinner and Luncheon for members. Develop and implement the monthly Governance Forum.
- (f) Develop and implement the monthly Governance Forum.
- (g) Ensure that members pay their subscriptions as required, identify any defaulters and recommend them for further action including deregistration as a last resort.
- (h) Deal with any other membership issue regarding the promotion of the Institute and the certified public secretaries' profession in general.
- (i) Disseminate information on the Institute and create a positive image of the Institute through the Journal and other modes of communication.
- (j) Produce the Institute's Journal ensuring publication of relevant information that relates to the Institute and its activities.
- (k) Make the Journal an authoritative medium for dissemination of information to members and as a major part of the profession's public face with a view to enhancing recognition of the Institute and certified public secretaries' profession nationally and internationally.
- (l) Solicit articles, essays, features and advertisements from members, academia, readers and the general public with a view to maintaining a Journal whose quality and standards are commensurate with high demands of the profession.
- (m) Address any other editorial issue regarding the production of the Institute's Journal.
- (n) Develop communication policies and guidelines.
- (o) Ensure timely and quality communication of information to members, media fraternity and the public in general.
- (p) Ensure timely responses to correspondences.
- (q) Provide guidance and monitor the effectiveness of all communication media including newspapers, radio, television, phones, emails, websites, fax, among others.
- (r) Provide guidance on pre-coverage and post-coverage of the Institute's events across all print and electronic media.
- (s) Monitor Website appearance and content, navigation engine and security model.
- (t) Lead in the development and re-branding of the Certified Public Secretaries profession.

- (u) Develop appropriate publicity guidelines and formulate strategies on seeking sponsorship for every major event of the Institute.
- (v) Develop and implement marketing plans and advocacy guidelines.
- (w) Establish and oversee implementation of marketing and publicity strategies to attract members and non-members to the Institute's events.
- (x) Develop and manage the operating budget of the advocacy and marketing strategy.
- (y) Advise the Council on marketing and publicity opportunities in the market.
- (z) Conduct periodic evaluations to assess the effectiveness of marketing and publicity strategies to ensure the set objectives are being achieved.

4.3.3: Professional Development, Innovation and Standards Committee

- (a) Maintain, promote, increase and update professional competence of members and the public through seminars, symposia, conferences, courses and other training activities in professional, technical and related matters.
- (b) Develop training materials for members and students and liaise as necessary with writers and publishers on matters connected therewith.
- (c) Avail Library facilities for members and students.
- (d) Liaise with KASNEB on matters relating to CPS syllabus, examinations, standards and policies.
- (e) Liaise as necessary with other organisations concerned with training of members and students.
- (f) Support the formation and maintenance of students' associations.
- (g) Promote the certified secretarial profession to secondary school and university students and to all persons aspiring to be certified public secretaries.
- (h) Undertake any other tasks incidental to the foregoing terms of reference with a view to developing and maintaining members' and students' professional knowledge and competence.
- (i) Give recommendations to the Council on policy and procedures for research and advise appropriately.
- (j) Monitor implementation of policy and processes related to research.
- (k) Facilitate, publish and promote publication of research findings.
- (l) Research and publish standards for best practice to members of the Institute.
- (m) Develop a research capacity building programme for improved professional development and services.
- (n) Develop cooperative partnerships with appropriate research bodies which may propose, sponsor, supervise, conduct or evaluate such research.
- (o) Propose and justify a budget for approved research projects.
- (p) Perform any other duties incidental to the foregoing Terms of Reference.

4.3.4: Disciplinary Committee

The Disciplinary Committee is formed in accordance with the requirements of Section 25 of the Certified Public Secretaries of Kenya Act Cap 534. It operates as provided by Sections 26 and 27 of that Act.

4.3.5: Governance, Legislation and Devolution Committee

- (a) Develop professional standards, ethics and scale of fees for members.
- (b) Formulate suitable explanatory notes to guide members in the profession.
- (c) Advise members on technical aspects of the profession.
- (d) Establish the status of the Certified Public Secretary, vis-à-vis the emerging concept of good governance.
- (e) Formulate guidelines on various aspects of good governance.
- (f) Advise on how the certified public secretary should become central to all matters relating to good governance.
- (g) Develop proposals to promote good governance both in the public and private sectors.
- (h) Advise the Council on what the certified public secretary should do for the purpose of enhancing good governance.
- (i) Sensitise members of the Institute on the importance of Continuous Professional Development (CPD) programmes on good governance.
- (j) Liaise with other professional bodies both national and international on matters of good governance.

4.3.6: Audit, Risk and Compliance Committee

- (a) To monitor, recommend and provide advice to the Council on the Integrity of the Financial Statements of the Institute, including its annual and quarterly reports, preliminary results announcements relating to its financial performance or other financial information to be made public, focusing particularly on:
 - compliance with accounting standards and the consistency of application of, and any changes in, accounting policies both on a year on year basis and across the Institute;
 - any important areas where judgment must be exercised, taking into account the views of the external auditor;
 - the methods used to account for significant or unusual transactions where different approaches are possible;
 - significant adjustments resulting from the external audit;

- material information presented with the financial statements, such as the corporate governance statement (insofar as it relates to audit and risk);
 - to ensure clarity of disclosure in financial reporting and the presentation of a balanced and understandable assessment of the Institute's financial position.
- (b) Follow up on auditing of the Institute's books of accounts and financial statements.
- (c) To recommend to Council the terms of engagement and remuneration of the Institute's external auditor for audit services and overseeing the relationship with the Institute's external auditor.
- (d) To oversee the selection process for the external auditor and, if the external auditor resigns, to investigate the reasons for the resignation and recommend to Council on any action to be taken.
- (e) To assess at least annually the auditor's qualifications, experience and resources and the effectiveness of the audit process which shall include a report from the external auditor on its own internal quality procedures to monitor the external auditor's compliance with applicable legislation and guidance on the rotation of audit partners.
- (f) To review and discuss the audited financial statements with the Institute's Secretariat; Finance, Administration and Strategy Committee and with the external auditor and to address any issues which arose during the audit.
- (g) Review the Institute's arrangements for the confidential, anonymous submission by members and employees of the Institute on concerns regarding matters which could have a material impact on the Institute, and to ensure that these arrangements allow proportionate and independent investigation of such matters and appropriate follow up action.
- (h) To review the Institute's procedures for detecting fraud and to review the investigation and remediation of any alleged or suspected fraud.
- (i) To review the adequacy and effectiveness of the governance process in the Institute.
- (j) To review the status of the compliance programme (policies, training, monitoring and audit) at the Institute to ensure adherence to applicable legal and regulatory standards and to the Code of Ethics where there may be a material impact on the Institute.
- (k) To coordinate the risk management process in the Institute.
- (l) To consider other matters as notified from time to time by the Council.

4.3.7: Other Institute Establishments

4.3.7.1: CPS Governance Centre Ltd

The development of the CPS Governance Centre is one of the major milestones to be achieved in the five year plan. This being a major project, the CPS Governance Centre Limited was incorporated to act as an investment vehicle and enable members of the Institute

to buy the shares of the Company and hence participate in the ownership of the Office Complex.

4.3.7.2: Institutional Consultants Limited (ICL)

The Institute has incorporated a company, namely Institutional Consultants Limited (ICL), which is fully owned by the Institute. The main objective of the company is to undertake consultancy services. The company will generate funds to finance its operations.

4.3.7.3: ICPSK Sacco Society Limited

The Institute of Certified Public Secretaries of Kenya (ICPSK) operates a Sacco Society Limited for the benefit of its members, their spouses, children and employees of members, in their professional practice firms. The ICPSK Sacco Society Limited was registered on August 9, 1999 under the Co-operative Societies Act Cap. 490, Section 6 of the Laws of Kenya.

4.3.7.4: ICPSK Benevolent Fund

The ICPSK Benevolent Fund was founded in 1990 and its Trust Deed and Rules registered on February, 2004, under the Perpetual Succession Act. The members of the fund are members of the Institute of certified Public Secretaries of Kenya.

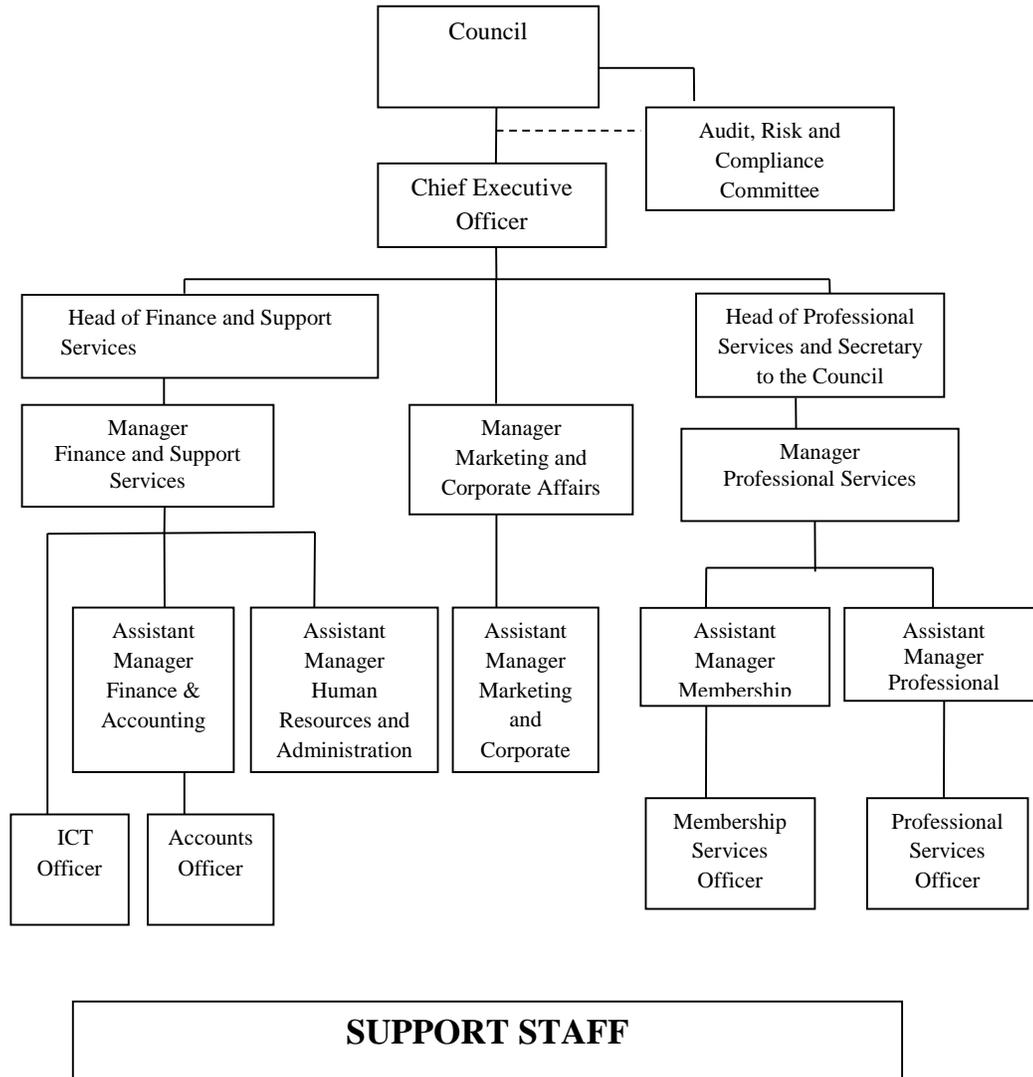
The objective of the Benevolent Fund is to help distressed persons who are members' of the Benevolent Fund and the spouses, children and other dependants of the deceased members. Secondly, but only in special circumstances, the Benevolent fund may assist persons who for any reason have ceased to be members of the Fund.

4.4: Organisation Structure

In implementing the strategic plan, it is necessary that the current organisational structure be reviewed. The proposed structure is shown in the chart below. Recruitment on the new positions will be undertaken as and when need arises.

The terms and conditions of service for staff will be reviewed on regular basis, in order to continue to attract and retain competent and qualified staff to manage the affairs of the Institute.

ORGANISATION STRUCTURE



Resource Requirements

a) Projected Revenue

Revenue Item	Actual 2013	2014	2015	2016	2017	2018
	(Kshs)	(Kshs)	(Kshs)	(Kshs)	(Kshs)	(Kshs)
Subscriptions	19,980,897	21,464,750	26,932,713	30,972,619	38,591,823	44,380,596
Publications	243,600	280,140	322,161	370,485	426,058	489,967
Seminars	6,482,930	7,455,370	8,573,675	9,859,726	11,338,685	13,039,488
Miscellaneous Income	1,952,586	2,245,474	2,582,295	2,969,639	3,415,085	3,927,348
Consultancy Income	1,365,725	1,570,584	1,806,171	2,077,097	2,388,662	2,746,961
Research Fund	407,773	468,939	539,280	620,172	713,198	820,177
Premises Fund	2,600,000	2,990,000	3,438,500	3,954,275	4,547,416	5,229,529
Loans and Grants	-	-	-	-	-	-
Total revenue	33,033,511	36,475,256	44,194,795	50,824,014	61,420,926	70,634,065

Objective	2014	2015	2016	2017	2018
	(Kshs)	(Kshs)	(Kshs)	(Kshs)	(Kshs)
To promote good governance practice.	1,000,000	500,000	500,000	500,000	500,000
Increase the membership of the Institute by 100% during the plan period	1,000,000	600,000	600,000	600,000	600,000
Strengthen Institutional Capacity and Management	1,200,000	400,000	400,000	400,000	400,000
Promote the Corporate Image of the Institute	1,500,000	1,000,000	1,000,000	1,000,000	1,000,000
Financial Resources	500,000	250,000	250,000	250,000	250,000
To Promote Innovation, Research and Development	600,000	300,000.00	300,000.00	300,000.00	300,000.00
Administration Costs	17,500,000	21,000,000	25,200,000	30,240,000	36,288,000
General Expenses	10,500,000	12,600,000	15,120,000	18,144,000	21,772,800
TOTAL EXPENDITURE	33,800,000	36,650,000	43,370,000	51,434,000	61,110,800

Surplus/Deficit 2,675,256 7,544,795 7,454,014 9,986,926 9,523,265

Membership projections

Year	2013	2014	2015	2016	2017	2018
Membership						
Practicing	666	765.90	880.79	1,012.90	1,164.84	1,339.56
Non practicing and Approved Profession Secretary (APS)	1,034	1,189.10	1,367.47	1,572.58	1,808.47	2,079.74
Retired Members	171	196.65	226.15	260.07	299.08	343.94
Life members	450	517.50	595.13	684.39	787.05	905.11
Non active members	486	558.90	642.74	739.15	850.02	977.52
Total	2,807	3,228	3,712	4,269	4,909	5,646
Subscriptions		421	484	557	640	736
Membership subscriptions	2013	2014	2015	2016	2017	2018
Non practicing	10,000	10,000	11,000	11,000	12,000	12,000

Revenue Assumptions

a) Subscriptions

Membership in 2013 stood at 2,794. Out of this, 2,110 are active members categorised into 672 practicing, 1,065 non- practicing, 170 retired and 203 life members. For the purpose of this strategic plan budget, the number has been discounted by 15% and a growth factor of 10% annually. Annual subscription fee has been assumed to remain constant at Kshs. 10,000 for non-practicing, Kshs. 12,500 for practicing, Kshs. 2,500 for retired and Kshs. 85,000 for life membership thereafter increase by Kshs. 2,000 for annual membership and Kshs. 15,000 for life Membership after every two (2) years starting from 2015.

b) Premises Fund Contributions

Members will continue to make a one off payment of Kshs. 10,000 towards the Premises Fund. It is estimated that 60% of the new members will contribute Kshs. 10,000 each in year 2014 and thereafter the annual growth rate will be 10%.

c) Loans and Grants

The Institute will renew its application for a grant from the Government to develop the office complex at the CPS Governance Centre.

d) Publications

It is estimated that 5,000 copies of each edition of the Institute journal will be published and circulated as follows:

- (i) The Institute will request KASNEB to continue to buy and distribute to the CPS students 3,000 copies of each edition at a cost of Kshs 90.00 per unit.
- (ii) 1,500 copies will be distributed to members.
- (iii) 500 copies will be distributed to other readers.

Revenue from advertising is estimated at Ksh. 500,000 and will be shared between the Institute and the Publisher in the ratio of 40:60 respectively.

e) Seminars

The Institute will continue to conduct CPD Programmes and is expected to post a surplus of Kshs 3,000,000 as indicated in the revenue projections for the 2013 and thereafter to grow by 10% annually.

f) External Funding

In order to execute objective number 9: **“To build an office complex at the CPS Governance Centre”** the Institute will seek funds from external sources and supplementary funds from members.

Expenditure Assumptions

a) To double membership of the Institute during the planning period

To create awareness of the Certified Public Secretaries profession through the media by ensuring that 4 spots in both print and electronic media have been allocated Kshs. 400,000. To create an interactive website and intensify distribution of promotional materials, Kshs. 200,000 and Kshs. 400,000 respectively have been allocated. This amount is assumed to go down in the subsequent years as cost of originating adverts and intensity of publicity declines.

b) To develop research capability for enhanced growth of the profession

Every year, 2% of the annual subscriptions are set aside in a research fund to create seed money to finance research activities. It is assumed that the research facility and work will be funded through grants and donations estimated at Kshs. 5 million annually.

c) CPS Governance Centre

The estimated amount of expenditure shown under the year 2014 includes land rent and rates, amortization of capital grants and servicing loan facility. It is assumed that the CPS Governance Centre Board of Directors will develop the project financial plan by June, 2014. The estimated project implementation period is 3 years from 1st July, 2014 to 30th June, 2017.

CHAPTER FIVE

MONITORING AND EVALUATION

The Council is responsible for implementation of the Plan. The periodic monitoring and evaluation will be delegated to the Finance, Administration and Strategy Committee which will report to the Council twice a year.

a) The Responsibility of the Chief Executive

The Chief Executive will take full responsibility for the day to day implementation of the Strategic Plan and will coordinate the committee of the Council and prepare implementation schedules as appropriate.

b) Outcome

It is anticipated that full implementation of the Plan will result in a higher profile and growth of the Institute and the certified public secretaries profession.

Appendix

THE STRATEGIC PLANNING TASKFORCE

The ICPSK Strategic Plan (2014 – 2018) Team comprising the Members of taskforce listed below headed by CS. Pius M. Nduatih, Vice Chairman of the Institute under the guidance of the Council and the Finance, Administration and Strategy Committee.

(i) COUNCIL MEMBERS

1. CS. Catherine Musakali - Chairman
2. CS. Pius M. Nduatih - Vice-Chairman
3. CS. Beatrice Meso - Member
4. CS. Dr. Nicholas K. Letting - Member
5. CS. Jane W. Muthaura - Member
6. CS. Patrick S. Mutemi - Member
7. CS. Peterson K. Mwangi - Member
8. CS. Nelly Matheka - Member
9. CS. Bernice W. Gachegu - Member
10. CS. Nkirote Mworira-Njiru - Member

(ii) Finance, Administration & Strategy Committee

1. CS. Rosemary Njogu - Member
2. CS. Edward Opiayo - Member
3. CS. E. H. Malik - Member
4. CS. Charles V. Orod i - Member
5. CS. Fredrick Wasike - Member
6. CS. George Kinyanjui - Member
7. CS. Lipio Mugambi - Member
8. CS. Antoinette A. Absaloms - Member
9. CS. Damaris Angulu - Member
10. CS. Robert Oliver Ochieno - Member

(iii) Taskforce Members

1. CS. John K. Mburugu - Chief Executive & Secretary
 2. CS. Jeremiah N. Karanja - Assistant Manager, Professional Services
 3. Ms. Felistas M. Musyoka - Assistant Manager, Marketing and Corporate Affairs
 4. Ms. Emily S.S. Mugonyi - Membership Services Officer
 5. Mr. Pius M. Kamau - Accounts Officer I
 6. Ms. Grace A. Ochami - Accounts Officer II
 7. Mr. John O. Gwada - Administrative Officer
 8. Mr. Amon G. Olang'o - Office Assistant
 9. Ms. Maurine K. Shikoli - Office Assistant
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