



## **1.0. Corporate Governance Statement**

The Authority's governance framework is designed to promote transparency, accountability, and sustainable performance. Through the collaborative efforts between the Board, Chairperson, Director General, and Authority Secretary, the Authority upholds the highest standards of ethical conduct and corporate citizenship, ensuring regulatory excellence, stakeholder trust, and sustainable growth in Kenya's energy and petroleum sector.

The Energy and Petroleum Regulatory Authority (the Authority) is a Corporate Member of the Institute of Directors (IoD - Kenya), upholds the highest standards of corporate governance, ensuring integrity, accountability, and transparency in its operations.

### **1.1. Role of the Board of Directors**

The Authority is governed by a Board of Directors (the Board) which is committed to strategic, ethical leadership and responsible decision-making for sustainable corporate success.

The Board adheres to strict governance principles, including: -

- Upholding ethical and moral conduct.
- Acting in the organization's best interests.
- Ensuring fair remuneration and promotions.
- Safeguarding stakeholder interests.
- Promoting corporate responsibility.

The Board oversees the Authority's activities, providing strategic direction, exercising control, and ensuring accountability. Composed of diverse, independent, and skilled members, the Board focuses on balanced and sustainable organizational performance. The Board is dedicated to the Authority's long-term success and exercises its fiduciary duties with diligence.

### **1.2. Role of the Chairperson**

The Chairperson leads the Board, ensuring effective governance through: -

- Presiding over meetings and setting agendas.
- Acting as the Board's spokesperson and liaising with the Director General.

The Chairperson ensures the Board: -

- Functions effectively and adheres to its mandate.
- Conducts proper induction and continuous development for members.
- Members receive timely and relevant information for decision-making.
- Committees are constituted and function effectively.
- Develops and follows an annual work plan.
- Conducts annual evaluations for the Board, the Board Committees, individual Board members, the Director General and the Authority Secretary.
- Addresses performance issues, internal disputes, and conflicts of interest promptly.

### **1.3. Role of the Director General**

The Director General is the Chief Executive and Accounting Officer of the Authority. The Board appoints the Director General through a transparent and competitive process, subject to approval by the Cabinet Secretary.

The Director General:

- Implements Board decisions and policies.
- Serves as the primary link between the Board and Management.

### **1.4. Role of the Authority Secretary**

The Authority Secretary supports the Board, ensuring compliance with good governance practices and standards. Their responsibilities include: -

- Advising on legal and governance matters.
- Ensuring compliance with legal and regulatory requirements.
- Guiding the Board and individual members on their roles and responsibilities.
- Preparing and distributing minutes of Board and committee meetings.
- Coordinating the governance audit process to ensure continuous improvement.

The Authority Secretary also doubles as the General Counsel of the Authority.