



EXECUTIVE OFFICE OF THE PRESIDENT  
CHIEF OF STAFF AND HEAD OF THE PUBLIC SERVICE

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Ref. No. **OP/CAB.9/1A**  
and date

**February 1, 2023**, 20.....

**All Cabinet Secretaries**

**RE: APPOINTMENT OF ACTING CHIEF EXECUTIVE OFFICERS  
AND ALTERNATE REPRESENTATIVES TO BOARDS OF  
STATE CORPORATIONS**

Reference is made to circulars nos. OP/SCAC.9/73A (96) of 5<sup>th</sup> August 2016 and Part F(2)(i)(a) and (b) of Circular No. OP/CAB.9/1A dated 11<sup>th</sup> March 2020 on appointment of Acting Chief Executive Officers (copies attached for ease of reference). The guidance therein identified anomalies in the appointment of acting CEO appointments, including the appointment of officers from outside of the specific state corporation and issued directives on the protocols to be adopted in the proper filling thereof.

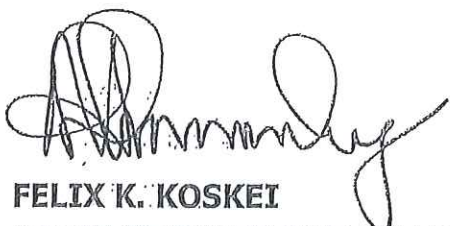
For the avoidance of doubt, where a vacancy exists in the office of the Chief Executive Officer arising from criminal prosecution, retirement, resignation, end of term and other circumstances:

- a) An Acting Chief Executive Officer is to be appointed by the Board in consultation with the parent Ministry **within 7 days thereof**;
- b) Where a Board is **unable to source an acting replacement from within the agency**, the Chairperson shall consult the **respective Cabinet Secretary to select a suitable officer from the line ministry staff, who shall be seconded**, and appointed by the Board or as specified in enabling legislation.
- c) For the avoidance of doubt, non-public officers, and employees of other state corporations are not to be considered in this regard.
- d) It is not expected that the Ministry would lack suitable senior officers to second to the state corporation on an interim basis. However, in the event that the Ministry is similarly unable to secure competent staff as above, the respective Cabinet Secretary should refer the matter to this office for guidance.

- e) The Boards of the State Corporations should subsequently hasten the process of recruitment of a substantive Chief Executive Officer, as guided in circular no. OP/CAB.9/1A dated 11<sup>th</sup> March 2020 (Part F2(c), (d) and (e).
- f) Boards of State Corporations must begin building the practice of identifying and selecting talent to succeed incumbents in the corporations' critical roles, and oversee the development of a diverse pipeline for succession.

It has further been noted that advisors and personal assistants are being designated to sit on Boards of State Corporations as alternate directors representing the Ministry. Principal Secretaries, being the principal members of the Boards are required to attend critical board meetings in person. In exceptional cases, the principal member may designate a head of administration, or relevant technical department to act as their alternate, as they are familiar with the ministerial policies and programmes, as well as overall government guidelines, practices and procedures. This will guarantee business continuity and the effective operation of Boards. Consequently, advisors and personal assistants to Cabinet and Principal Secretaries, should not be assigned to serve as alternate directors.

As earlier guided, alternate directors must brief their principals on critical matters under consideration by the respective Boards, and secure the appropriate guidance to expedite decision making, and assure policy compliance.



**FELIX K. KOSKEI**

**CHIEF OF STAFF AND HEAD OF THE PUBLIC SERVICE**

**Copy to:** Hon. Musalia Mudavadi, EGH  
Prime Cabinet Secretary  
Office of the Prime Cabinet Secretary  
**NAIROBI**

**All Principal Secretaries**