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Communiqué re elections and other matters of governance from the Board of Kakehashi Africa

March 14, 2020

Dear KA Members,

As the Board of Kakehashi Africa, which has been democratically elected by the membership of Kakehashi Africa last year, we would like to inform you of a decision we have taken in terms of the next elections, the renewal of contract of Executive Management members, the Advisory Council and the referendum on the new draft constitution.

Over the course of the past 6 months, we received several comments on the suitability of a one-year term of office for Board Members and term of contract for Executive Management (as being conceptualised in the new draft constitution). The common concern shared by stakeholders is that a one-year term may be too short - not only generally but also especially at this specific time of maturity in which the organisation finds itself.

The reasons include:

- KA underwent a considerable transition last year and has only recently achieved a steady level of stability and gained momentum in its activities and efforts to consolidate and formalise its structure and legal/financial status. Nevertheless, many challenges still remain, and it may undermine the progress made and momentum gained if a significant number of positions are replaced - specifically by persons who may not be familiar with the scope and complexities of these challenges and may not have achieved the necessary working relationship and synergy with other members in the governance in order to effectively address these challenges.
- The building of trust with a number of external stakeholders who are crucial to KA's further development is at a critical point and it may undermine the consolidation of these relationships if a large number of members are replaced.

- Arranging an election that is free and fair, meeting the standards of the previous election, is a major operation in itself, that would require a considerable amount of time and effort to execute successfully from the beginning to the end. Such a diversion of focus and resources would be a disruption for any organisation, and even more so for KA at this time of the organisation's growth. Also considering common practice among NPOs, an election every two years would be more manageable and less disruptive.

However, we have been reluctant to change the plan of having elections this year. The very reason why elections were initiated and held last year was to establish mechanisms of accountability that would not only help improve the organisation's performance but also help nurture Kakehashi Africa' legitimacy inside the ABE Initiative community. We do not want to squander the trust that has been slowly gained over this time.

Nevertheless, at the same time, we need to be open and responsive to the voices of all our stakeholders and to practical realities to ensure we uphold the best interests of the organisation. In light of these considerations, we recognise the merits of the concerns voiced and have made the following decisions in response.

Decisions:

1. The Board:

- 1.1. The term of office of Board members shall be TWO years (instead of one), starting in April of the first calendar year and ending in March of the third calendar year. Elections of the Board will take place in the final month of the Board's term of office, in other words in the March of the third calendar year. Accordingly, the elections for the sitting Board will be rescheduled to March 2021.
- 1.2. The term of office of the Chair of the Board will be ONE year. Board members will vote for a Chair in the April of every year. Accordingly, the sitting Board will hold an election for the position of Chair by the end of April 2020.

2. The Executive:

- 2.1. The term of contract of all Executive Members shall remain ONE year - give or take a week or two that may be needed during a transition / hand-over period.
- 2.2. As part of the effort to make KA more lean, the position of Deputy CEO/ President as an independent office will become obsolete from April 2020. The COO and CFO will be the co-deputies to the CEO starting from April 2020.
- 2.3. The CEO/President:
 - 2.3.1. Shall indicate to the Board within TWO months and before ONE month of the end of his/her contract whether he/she is available for a renewal of contract.

2.3.2.If the CEO indicates that he/she is available for a renewal of contract, the Board shall vote on the renewal of the contract. The renewal can be approved with a simple majority vote. If a majority is not achieved, the position of CEO will be opened to the KA membership for applications. Notwithstanding the outcome of the vote, the incumbent CEO may apply for the position alongside other candidates.

2.3.3.If the CEO indicates that he/she is unavailable for a renewal of contract but one or both of his/her deputies have indicated their availability for the position of CEO, the Board shall vote on the appointment of the deputy as the CEO for the new term of contract. If a majority is not achieved, the position of CEO shall be opened to the KA membership for applications. Notwithstanding the outcome of the vote, the deputy/deputies may apply for the position alongside other candidates. For the term of contract that ends at the end of March 2020, the holder of the position of Deputy CEO/President is the only candidate that would qualify as a “deputy” in terms of this provision.

2.4. The COO and/or CFO:

2.4.1.Shall indicate to the CEO within ONE week upon the Board’s decision on the renewal of the CEO’s contract whether he/she is available for a renewal of contract. In the case that a new CEO needs to be appointed, the COO/CFO shall indicate his/her decision within ONE week after the Board has appointed the new CEO.

2.4.2.If the COO/CFO indicates that he/she is available for a renewal of contract, the CEO shall decide on the renewal of the contract.

2.4.2.1.If the CEO declines the renewal, the position of COO/ CFO shall be opened to the KA membership for applications. Notwithstanding the outcome of the vote, the incumbent COO/CFO may apply for the same position alongside other candidates.

2.4.2.2.If the CEO approves the renewal, the decision will be submitted to the Board for their authorisation. The CEO’s decision can be authorised with a simple majority vote. If a majority is not achieved, the position of COO/CFO shall be opened to the KA membership for applications. Notwithstanding the outcome of the vote, the incumbent COO/ CFO may apply for the same position alongside other candidates.

2.5. Any other Executive Members:

2.5.1.Shall indicate to the CEO within ONE week upon the Board’s decision to renew the CEO’s contract whether he/she is

available for a renewal of contract. In the case that a new CEO needs to be appointed, the Executive Member shall indicate his/her decision within ONE week after the Board has appointed the new CEO.

2.5.2. Shall remain in his/her position, regardless of his/her availability for renewal of contract, until the CEO has decided on the structure (e.g. number and types of positions) of his/her team.

2.5.3. Once the structure of the Executive Management has been finalised, the CEO shall decide whether to appoint the Executive Member, who has indicated that he/she is available, to a position in the team. If the Executive Member is not appointed, his/her contract shall not be renewed. The CEO's decision will be considered as final and need not be authorised by the Board.

2.5.4. If there is a vacancy in the new Executive Management structure that is not filled by any of the incumbent Executive Members, that position shall be opened to the KA membership for applications. An incumbent Executive Member who has not been appointed to a position in the new team may apply for the position alongside other candidates.

3. The Advisory Council

3.1. Serves as the fourth arm of KA's governance (alongside the Board, the Executive and the Chapters). The role of the Advisory Council is twofold:

3.1.1. Provide consultation to the Board and the Executive in a formal meeting scheduled once every quarter. The Executive is required to submit its Quarterly Report to the Advisory Council to be the primary discussion point of this meeting.

3.1.2. Provide ad hoc supportive functions to KA in whatever way requested by the Board and/or Executive to the extent that Advisory Council members may agree to it.

3.2. The Advisory Council members can be nominated by any member of Kakehashi Africa. Nominations must be submitted to the Board. The Board shall select members to serve in the Advisory Council from the nominations upon consultation with the Executive. Advisory Council members shall be selected based on one or more of the following criteria:

3.2.1. The person has served in the governance structures of KA for a considerable amount of time during which he/she played a significant role in KA's functionality. He/she thereby carries a substantive part of KA's institutional memory that is clearly needed for the accomplishment of the Executive Management's objectives.

- 3.2.2. The person has considerable expertise in a particular field that is clearly necessary for the accomplishment of the Executive Management's objectives.
- 3.2.3. The person has considerable influence and a considerable network of relationships that are clearly necessary for the accomplishment of the Executive Management's objectives.
- 3.2.4. The person is in a position to provide/unlock a considerable amount of financial or other resources that are clearly necessary for the accomplishment of the Executive Management's objectives.
- 3.3. The duration of a member's tenure in the Advisory Council will be ONE year upon which the Board may vote to renew it.
- 4. The new draft constitution.
 - 4.1. The decisions above will be incorporated in the new constitution that is being drafted. Once the draft of the new constitution is complete, it will be made available to all members for comment before a referendum will be held on its ratification. Therefore, if there are any grievances about the structural or procedural nature of the above mentioned provisions, it would be duly considered.
 - 4.2. The referendum on the new constitution will be rescheduled to a later date within the next Executive Management's term of contract. The reasons underlying the rescheduling of the elections also apply to the referendum of the constitution; however, additionally there are still experimentation and deliberation concerning the fundamental structure, processes and terminology of the organisation that need to be finalised before a referendum can be held.

We hope we can continue to count on everyone's understanding and support for these decisions. If there are any questions or concerns, please do not hesitate to contact the Board directly.



Sati Arthur
Chairperson