



**NATIONAL UNIVERSITIES COMMISSION**

**CODE OF  
GOVERNANCE  
FOR  
PRIVATE UNIVERSITIES  
IN NIGERIA**

**Revised Edition – July, 2021**

## TABLE OF CONTENTS

|  |     |
|--|-----|
| TABLE OF CONTENTS .....                                  | i   |
| LIST OF ABBREVIATIONS .....                              | iii |
| FOREWORD .....   | iv  |
| INTRODUCTION .....                                       | ix  |
| 1.0 COMPLIANCE .....                                     | 1   |
| 2.0 ESTABLISHMENT AND OBJECTS OF<br>THE UNIVERSITY ..... | 3   |
| 3.0 PROPRIETOR .....                                     | 4   |
| 4.0 BOARD OF TRUSTEES .....                              | 5   |
| 5.0 GOVERNING COUNCIL .....                              | 14  |
| 6.0 SENATE .....   | 28  |
| 7.0 FACULTIES AND FACULTY BOARDS .....                   | 32  |
| 8.0 CONGREGATION .....                                   | 33  |
| 9.0 CONVOCATION .....                                    | 34  |
| 10.0 PRINCIPAL OFFICERS OF THE UNIVERSITY .....          | 35  |
| 10.1 Chancellor .....                                    | 35  |
| 10.2 Pro-Chancellor .....                                | 35  |
| 10.3 Vice-Chancellor .....                               | 19  |
| 10.4 Deputy Vice-Chancellor .....                        | 44  |
| 10.5 Registrar .....                                     | 41  |
| 10.6 Bursar .....  | 42  |
| 10.7 University Librarian .....                          | 43  |
| 11.0 FOUNDER/PROMOTER/PRIME MOVER                        |     |

|      |                                      |    |
|------|--------------------------------------|----|
|      | OF THE UNIVERSITY .....              | 44 |
| 12.0 | UNIVERSITY CEREMONIES .....          | 45 |
|      | 12.1 Matriculation .....             | 45 |
|      | 12.2 Convocation .....               | 46 |
| 13.0 | PENALTY FOR BREACH OF THE CODE ..... | 47 |
| 14.0 | FINANCIAL CONTROL .....              | 48 |
| 15.0 | RISK MANAGEMENT .....                | 48 |
| 16.0 | WHISTLE-BLOWING .....                | 48 |
| 17.0 | REMUNERATION .....                   | 49 |
| 18.0 | TRANSITIONAL ARRANGEMENTS .....      | 49 |
| 19.0 | INTERPRETATIONS .....                | 50 |
| 20.0 | BIBLIOGRAPHY .....                   | 52 |

## **LIST OF ABBREVIATIONS**

|         |  |
|---------|--|
| ATBU    | Abubakar Tafawa Balewa University                                  |
| BoT     | Board of Trustees  |
| CAMA    | Companies and Allied Matters Act, Cap. C20, Laws of the Federation |
| FUT     | Federal University of Technology                                   |
| ICT     | Information and Communication Technology                           |
| KPI     | Key Performance Indicator  |
| NUC     | National Universities Commission                                   |
| SSS     | State Security Services  |
| ToR     | Terms of Reference   |
| UNIPORT | University of Port-Harcourt  |
| UNIUYO  | University of Uyo  |

## FOREWORD

The enthronement of good governance values, principles, standards and practices in institutions, organizations, government agencies and parastatals among other factors, enhances the successful attainment of their objectives and is important in guaranteeing their sustainability. Accordingly, the importance and relevance of governance codes are now firmly established. The National Universities Commission (NUC) considers good governance to be critical to the successful running and sustainability of private universities in Nigeria and therefore took steps to develop this Code of Governance.

Given their dual nature of providing tertiary education on the one hand and also serving as private enterprises (in some cases) intended to yield diverse returns to their owners and stakeholders on the other, private universities in Nigeria have perhaps a greater need for a code of governance to define and articulate the sometimes seemingly conflicting pressures which they face. As the regulator, the NUC has a duty to ensure, in accordance with the provisions of the Education (National Minimum Standards and Establishment of Institutions) (Amendment) Act of 1993, that “the administrative structure of the proposed institution shall not depart too radically from established norms” and that “its laws and statutes shall not conflict with the conventional responsibilities in academia or interfere with avowed traditional institutional autonomy”. Sadly, confirmed reports coming from several of the private universities indicate that some proprietors and their agents are not keeping to these tenets.

The Code of Governance for Private Universities 2018 (Code), therefore, balances the interests of the various important and salient stakeholders of the university system in Nigeria. Given the strategic importance of higher education to Nigeria, where the economy is still developing, the Code is expected to have considerable impact on the socio-economic as well as the socio-political activities in the country.

Several countries have introduced private universities into their educational systems, with diverse outcomes. Some of the most reputable higher educational institutions that are in high demand in the world today are private universities. They include Harvard, Stanford and Yale universities. These institutions have elevated the standard of education to great heights not only in their respective locations but also globally.

However, unlike their counterparts in other countries that attract the most eligible students and premium in terms of fees charged, many of the private universities in Nigeria would not be the first choice of the average Nigerian parent for his or her ward, or of the students themselves. With a few exceptions, their reputation was at a low ebb. Given that about 50% of all approved universities in Nigeria are privately owned, the need for a deliberate and focused approach for the governance of these institutions with a view to ensuring their sustainability, viability and growth has become critical. NUC is also mindful that there are diversities in terms of the

ownership, visions and missions of these universities, which in turn impact their respective governance frameworks.

As the regulator, NUC has had to carry out forensic audit of several of the universities since 2012. The exercise revealed several issues in the governance of many private universities in Nigeria. Some key highlights of these issues are:

- § Poor implementation of the NUC approved governance structure.
- § Poor implementation of the university' committee system.
- § Over-bearing influence of Proprietors/Promoters in the administration of the university.
- § Undermining of the roles of the Vice-Chancellors as chief executives of their universities.
- § Poor or lack of delineation of roles and responsibilities between the governance structures (such as the Board of Trustees, Governing Council, Senate, Committees, etc.) in some private universities.
- § Excessive profit-orientation of many Proprietors to the detriment of the social contract aspect of universities.
- § Poor financial management of the universities.
- § Interference in the financial management of some private universities.
- § Irregularities in the engagement of staff of the universities, including their teaching staff.
- § Unilateral introduction and implementation of trimester educational systems instead of the semester system approved for universities by NUC.
- § Interference by family members of the Proprietors in the governance of some private universities.
- § Frequent replacement of administrative staff, especially the Vice-Chancellors, of some private universities.
- § Poor financial management systems of the universities, including absence of delegated approval limits to key functionaries and applicable statutory committees.

These and other observed infractions had continued to plague the private university sub-system in Nigeria and threaten its sustainability. NUC, being mindful of the issues related to poor governance in the affected institutions, decided to issue a Governance Code to address the peculiar circumstances of private universities in Nigeria.

This Code of Governance for Private Universities in Nigeria is aimed at regulating and improving behaviour and practices within the private universities sub- system in Nigeria with a view to achieving the sustainability of the sector. The Code also seeks to enable private universities in the country to deliver on the social contract of public good through high quality university education as well as to improve the reputation of private universities in the country to make them prime choices for university education in Nigeria. Compliance with the Code is Mandatory. Breach of any of the Code's provisions shall attract penalties which are listed in the Code.

NUC will closely monitor compliance with the provisions of this Code and apply the penalties in the event of breach of the Code. A specific assessment system for breaches is available to define the appropriate penalties for any of the breaches.

Founders, Proprietors, Visitors, Boards of Trustees, Governing Councils, Managements and all stakeholders of all private universities in Nigeria and the Nigerian private university sub-system are invited to fully adopt and comply with the Code of Governance for Private Universities in Nigeria in the interest of promoting good governance practices in the Nigerian private university sub-system. Such an action will create a credible and trustworthy system which will not only attract a good proportion of Nigerian youth but would also ultimately enhance the overall higher educational system in Nigeria thereby giving confidence to every stakeholder and fostering the socio-economic and socio-political growth of the nation.

The Code takes effect from July 2021

Prof. Abubakar Adamu Rasheed, mni, MFR, FNAL

Executive Secretary

National Universities Commission Abuja, Nigeria.

July 2021

## INTRODUCTION

The importance of governance in the efficient management of organizations and institutions has been recognized and appreciated especially since the 2008 financial crisis which led to the collapse of many financial institutions which had previously been considered “too big to fail”. Here in Nigeria, regulators such as the Central Bank of Nigeria, the Nigerian Communications Commission and the Securities and Exchange Commission, among others, have kept players under their watch on their toes by issuing governance codes or guidelines, the breach of which leads to serious sanctions.

The initiative of the National Universities Commission (NUC) to develop a Code of Governance for Private Universities in Nigeria was to address various governance challenges being experienced in many of the nation's private universities. The socio- economic and multidimensional importance of higher education to the nation is too obvious to bear further justification. It is therefore necessary that those charged with the responsibility for the education of the next generation of leaders are not distracted by governance squabbles and equivocation, but are rather empowered through well-defined structures, systems and governance frameworks that clarify roles, stipulate appropriate checks and balance and to a large extent leave no room for ambiguity.

The Code of Governance for Private Universities in Nigeria, being the first for the Nigerian private universities, is a code of best governance practices, entrenching the rule of law, role separation, checks and balances that are relevant in the context of the university system. The adoption and implementation of the rules-based principles, standards and practices set out in this code by the stakeholders and operators of private universities in Nigeria will no doubt promote a culture of integrity within the Nigerian private university sub-system.

Flowing from this and with the support of NUC leadership, in addition to the sessions held with key relevant officials of NUC, the Panel held separate engagements with the Proprietors/Chairmen of Boards of Trustees and Vice-Chancellors of some Private Universities. Additionally, the Panel reviewed reports of the forensic audit carried out by the regulator in eleven private universities amongst other documents provided to the Panel. The outcomes of these engagements suggested that these key stakeholders desire clarity in all the guiding principle of the Code of Governance for Nigeria's private universities. Additionally, the Code is at the instance of NUC, the University System's regulator. The Experience in Nigeria has been for regulators to opt for rules-based codes. Those regulators who initially did not, later changed; for example, the Securities and Exchange Commission (SEC) Code of Governance for Public Quoted Companies started with a “comply or explain” approach but was later made mandatory. Similarly, the National Communications Commission (NCC) “comply or explain” code for the telecommunications industry was subsequently reviewed and changed to a mandatory code. These factors, among others influenced the Panel's choice of a values-based approach to this Code and making the Code mandatory with the application of sanctions when breached.



The Stakeholder Engagements contributed in no small way to providing both context and better understanding of the peculiar issues relevant to a Governance Code for Private Universities in Nigeria. Additional issues highlighted include:

§ Protection of Proprietors' investments

§ Protection of the vision of the Proprietors and Founders in setting up the private universities

§ Exclusion of private universities from government funding, including research funds.

This is a code of best practice which aims to guide governance and practices of private universities in Nigeria. All stakeholders of the Nigerian private university sub-system are encouraged to adhere to these principles and standards. This Code may be reviewed periodically to keep it up to date with leading governance standards and practices for the higher education sector.

It is envisaged that the Code would aid in entrenching the core values of accountability, transparency, responsibility, ethical conduct, integrity, independence and fairness within the Nigerian university system.

The advent of private universities in Nigeria, which started with the licensing of the first three in 1999 (Igbinedion, Madonna and Babcock Universities) followed in the same year by Bowen University, has changed the Nigerian education landscape for the better. They have helped to widen access to higher education and have given the Nigerian education consumer a choice. They have also introduced bold innovations in curricula. Some of them appear to have a higher than average quality of academic programmes.

However, a section of the Nigerian public is generally suspicious of some of them which appear to produce too many first class honours graduates at variance with the normal pyramidal structure of academic results which shows a small proportion of high-performing students at the top and an equally small proportion of low-performing students at the bottom with most graduates falling in the middle or average range. Also, because trade unionism is generally inoperative in the private universities, they tend to have a more stable academic calendar than the public universities.

# THE CODE

## **1.0 COMPLIANCE**

1.1 This Code adopts the principles, standards and laws laid down in existing statutes in Nigeria, particularly by the following:

1.1.1 Education (National Minimum Standards and Establishment of Institutions) Act, Cap E3, Laws of the Federation of Nigeria 2004 (Education Act), which provides the legal framework for the establishment of private universities in Nigeria; and

1.1.2 Companies and Allied Matters Act, Cap. C20, Laws of the Federation of Nigeria 2004 (CAMA).

Compliance with the provisions of this Code is mandatory, and it shall be the duty of the Board of Trustees to ensure that all the internal administrative structures and their respective committees function optimally as laid down in the Code, relevant Statutes and regulations, and the University shall be duty bound to produce for NUC certified records evidencing such meetings.

## **2.0 ESTABLISHMENT AND OBJECTS OF THE UNIVERSITY**

2.1 The establishment of any university shall be subject to the approval of the Federal Executive Council (FEC) on the recommendation of NUC and in consonance with the guidelines set out from time to time by the Commission in furtherance of its powers under any laws for the time being in operation.

2.2 Subject to the directives of NUC, a private university shall be set up as a body corporate that can sue or be sued in its own name, have perpetual succession and a common seal.

2.3 The objects for which the university is set up must clearly stipulate the public good and social contract aspects of the vision as well as the provision of university education as approved by the NUC.

2.4 The objects for which the university is set up must clearly stipulate that the university is open to and offers opportunities of acquiring a higher and liberal education to all persons without distinction as to race, sex, religion, creed, political persuasion, place of birth, and state of origin.

2.5 The objects for which the university is set up must clearly stipulate that the university will promote a culture of good governance, fairness, transparency, accountability, integrity, ethical conduct, independence, objectivity, excellence, national unity, sound moral principles and service to community and humanity.

2.6 The objects for which the university is set up must clearly stipulate other standard objects required by the NUC and/or for the time being in effect. The objects for which the university is

set up must include such objects as are required for the achievement of other objects approved for the private university by the NUC.

2.7 A private university shall have and exercise its powers through such constituent bodies and Principal Officers meetings as designated in its bye-law and this Code.

### **3.0 PROPRIETOR**

Every private university in Nigeria shall have a Proprietor. The proprietor should either be a company incorporated in Nigeria, or an Individual, or association of individuals who are citizens of Nigeria.

The Proprietor provides the finances for the University and appoints the BoT.

### **4.0 BOARD OF TRUSTEES**

#### **4.1 Establishment**

Every private university in Nigeria shall have a Board of Trustees (BoT) made up of fit and proper persons, appointed by the Proprietor(s), and subject to the approval of the NUC and security clearance by the DSS. The BoT, which shall be the highest governing body of the university, shall be charged with the overall policy direction and financing of the University. The BoT sets the tone and determines the core values of the university.

#### **4.2 Composition**

4.2.1 In view of the social contract nature of the private university sub- system in Nigeria, the BoT of a private university shall be constituted in such a manner as to effectively discharge its roles and responsibilities while ensuring a mix of skills, diversity of experience and gender.

4.2.2 Given the nature of a private university, the size of the BoT shall be a minimum of five (5) members appointed by the Proprietor on their personal recognition. However, any new member to be appointed into the BoT must be cleared by the Department of State Services (DSS) through NUC.

4.2.3 The BoT shall consist of the following members:

4.2.3.1 A Chairman, who may be the Promoter or his or her personal nominee and who shall be a person of proven integrity; and

4.2.3.2 Other members.

4.2.4 Every BoT member shall take his responsibility seriously and be mindful that he is accountable to the stakeholders of the university. BoT members are collectively responsible for the sustainability of the University. In order to properly discharge its role, the BoT shall act independently and, in the university's best interest.

### 4.3 Powers and Functions

4.3.1 The powers and functions of the BoT shall include to:

4.3.1.1 define the vision and mission of the University and chart long-term plans for the university and determine and approve the developmental policies and goals of the University;

4.3.1.2 ensure adequate financial provision and endowment for the University and manage the University's endowment fund;

4.3.1.3 provide required financial resources to the University and its organs;

4.3.1.4 determine the limits of financial expenditure of the Governing Council;

4.3.1.5 consider and approve the award of contracts which are beyond the limits of expenditure of the Governing Council;

4.3.1.6 formulate and approve policies and set goals for sound development and operation of the University;

4.3.1.7 approve recommendations from the council on strategic direction and general development policies of the University;

4.3.1.8 appoint the Chancellor, the Pro-Chancellor and other external members of the Governing Council of the University and determine their terms and conditions of service;

4.3.1.9 appoint the Vice-Chancellor on the recommendation of the Governing Council;

4.3.1.10 consider and approve the annual budget/estimates of the University submitted by the Council;

4.3.1.11 receive and consider the annual reports of activities as well as the audited financial statements of the University submitted by the Governing Council after its review by the Council;

4.3.1.12 ensure sustainable funding of the University through various ways including gifts, bequests, donations, endowments and the likes and apply the same in the interest of the University;

4.3.1.13 make policies that will facilitate and enhance the objectives of the University;

4.3.1.14 consider, advise and take decision on interpretation and making of any provision of statute or law for which disputes have arisen and referred to it for resolution;

4.3.1.15 guarantee the commitment of all levels of university hierarchy to academic freedom and administrative autonomy of the university;

4.3.1.16 provide the buildings, libraries, laboratories, premises, furniture, apparatuses and other equipment needed to carry out the work of the university;

4.3.1.17 may cause a visitation to be conducted to the University once every five years or as circumstances may require, as a performance audit and quality control mechanism through which an independent assessment of the performance of the university can be obtained by the BoT. The terms of reference of the visitation shall be comprehensive enough to enable the panel to report on academic processes and outcomes, including external evaluation of academic quality through such instruments as the NUC accreditation; administrative processes followed by the University and their assessed efficiency; financial and resource mobilization and management; physical facilities and structures; and conformity with the laws of the land and the bye-laws of the University. The panel shall normally have one month within which to complete its assignment and submit a report. The BoT shall study the report and issue its opinion and directives on the recommendations made and ensure that its directives are implemented by the appropriate organs and officers of the university. The composition of the visitation panel may include:

- (i) an experienced and very senior academic;
- (ii) a representative of NUC;
- (iii) a seasoned administrator;
- (iv) a chartered accountant;
- (v) a building industry professional; and
- (vi) a lawyer;

Note: (iii)-(vi) should be persons with cognate experience in University Management

4.3.1.18 empower the Vice-Chancellor as the Chief Executive to run the University professionally and without undue internal and external interferences especially as it relates to academic matters;

4.3.1.19 take overall responsibility for the institution's assets, properties and estates; and

4.3.1.20 entering into, varying, assessing performance and deciding on the cancellation of contracts, on behalf of the University.

#### 4.5 Other Roles and Responsibilities

4.5.1 The BoT shall ensure that all its deliberations, decisions and actions are founded on the value-based principles of governance and particularly on the following principles:

4.5.1.1 Accountability;

4.5.1.2 Transparency and Openness;

4.5.1.3 Responsibility;

4.5.1.4 Independence;

4.5.1.5 Integrity and Ethical Conduct;

4.5.1.6 Fairness; and

4.5.1.7 Reputation and Reputational Risk.

4.5.2 The BoT shall:

4.5.2.1 Through the Governing Council, take responsibility for implementation of this Code and ensure the adoption of its provisions across the private university.

4.5.2.2 Abide by the requirements and standards set in this Code.

4.5.2.3 Take and demonstrate leadership by unequivocally adopting and implementing this Code. In so doing the BoT protects the reputation of the university while also providing the required assurance to its stakeholders notably the student community within the university and the Nigerian society, at large.

4.5.3 While the Board's role and responsibility in Governance is collective, the obligations and liability of individual members of the BoT is personal. Thus, each BoT member has the responsibility to act independently and in the best interest of the private university and its stakeholders at all times.

4.5.4 Each BoT member shall:

4.5.4.1 Avoid any conflict of interest, whether directly or through other relationships.

4.5.4.2 Continually develop requisite skills and competencies that will ensure his/her effectiveness as a board member.

4.6 Exclusions

The Board of Trustees and/or members of the BoT shall:

4.5.1 Not be members of the Governing Council simultaneously;

4.6.1 Not Participate in the day to day administration of the university.

#### 4.7 Meetings

4.7.1 The BoT shall hold its meetings at least twice in a year.

4.7.2 The quorum for meetings of the BoT shall be a simple majority of its members.

4.7.3 In the absence of the Chairman at a meeting of the BoT, his nominee in writing, who shall be a member of the BoT, shall chair the meeting.

#### 4.8 Tenure and Vacation of Office

4.8.1 A member of the BoT shall, unless he vacates office before the expiry of his tenure hold office for the period entrusted or provided for in the University Law as approved by NUC, provided that the minimum tenure should not be less than a period of two years. The proprietor shall take into consideration the existing practice in the Nigerian University System.

### **5.0 GOVERNING COUNCIL**

#### 5.1 Establishment

Every private university shall have a Governing Council to be appointed by the BoT, which shall be collectively responsible and accountable for the governance of the university and the establishment of policies to promote sound development and operation of the university.

#### **5.2 Composition and Tenure**

5.2.1 The Council shall be composed of:

5.2.1.1 Pro-Chancellor; as Chairman;

5.2.1.2 Vice-Chancellor;

5.2.1.3 Deputy Vice-Chancellor (if any);

5.2.1.4 One (1) appointee of the Senate from among its members;

5.2.1.5 One (1) representative of the Convocation;

5.2.1.6 2 nominees of the Proprietor which may include a representative of the host community, one of who should be a woman;

5.2.1.7 A representative of NUC (as observer);

5.2.1.8 Registrar, as Secretary.



5.2.2 Members of the Council appointed by the BoT shall have a minimum tenure of three (3) years which may be renewed. However, this does not apply to persons who are members of the Council by virtue of their respective offices, who serve in accordance with the terms of their appointments to the office.

### **5.3 Functions and Responsibilities**

The functions and responsibilities of the Governing Council shall include:

5.3.1 Approving the long-term academic and business plans of the University as well as key performance indicators and ensuring their alignment with the interests of key stakeholders.

5.3.2 Building and safeguarding the good name and values of the university.

5.3.3 Recommending three persons to the BoT from whom the Vice- Chancellor shall be appointed.

5.3.4 Receiving assurance of adequate provisions for the general welfare and discipline of students.

5.3.5 Ensuring that the university complies with the established guidelines of NUC and with the provisions of the legal instruments by which the university was established.

5.3.6 Encouragement of, and making adequate provision for research.

5.3.7 Make recommendations to the BoT on the appointment of bankers and other service providers or agents as deemed necessary by the Council.

5.3.8 Make recommendations to the BoT for the approval of the annual budgets without prejudice to individual universities law.

5.3.9 Ensuring that proper books of accounts showing a true and fair view of the state of affairs of the university are kept and explaining same and causing the annual reports and audited financial statements to be published in a timely manner.

5.3.10 Participating in the development, amendment or revocation of the statutes of the university.

5.3.11 Appointments of the Deputy Vice-Chancellor(s) on the recommendation of the Vice-Chancellor and the endorsement of the Senate of the university.

5.3.12 Appointment of all members of the academic staff, the Registrar, the Bursar, and the University Librarian on the recommendation of the Staff Appointment and Promotions Committee, or Special Selection Boards, as the case may be, on such terms as the Council may determine and appointing all members of staff of the university.

5.3.13 Providing for the welfare of all persons employed by the university and the wives, widows and dependents of such persons including the payment of money, pensions or other payments and to subscribe to benevolent and other funds for the benefits of such persons.

5.3.14 Ensuring the establishment and monitoring of systems of control and accountability, including financial and operational controls and risk assessment, and establishing procedures for handling internal grievances and for managing conflicts of interest.

5.3.15 Entering into agreements for the incorporation in the university, of any other institutions and for taking over its rights, property and liabilities and for any other purpose not repugnant to this Code.

5.3.16 Approval of a seal and mace for the university.

5.3.17 Acting as administrator for any property, legacy, endowment, bequest or gift in support of the work and welfare of the institution.

5.3.18 Ensuring that the university's bye-laws and other relevant statutes are complied with always and that appropriate advice is available to enable this to happen.

5.3.19 Exercising all such other powers, responsibilities and functions as are conferred on or assigned to the Council by the applicable legal instruments that created it and/or the NUC.

## **5.4 Other Roles and Responsibilities**

The Governing Council shall:

4.4.1 Ensure that it receives assurance that good academic governance is effective by working with the Senate as specified in the University Bye-Law and other statutes.

5.4.2 Ensure that no interference or influence from any parties including the proprietors to the implementation of the university's academic standards and work is permitted.

5.4.3 Receive reports on and may demand assurance that academic risks (such as those involving partnerships and collaboration, recruitment and retention, data provision, quality assurance and research integrity) are being effectively managed.

5.4.4 Understand, respect and protect the principle of academic freedom.

5.4.5 Protect institutional reputation by ensuring that clear regulations, policies and procedures that adhere to legislative and regulatory requirements and are ethical in nature, are in place, and are complied with.

5.4.6 Take practical steps to ensure that the Students' Union or other approved Association operates in a fair, democratic, accountable and financially sustainable manner.

5.4.7 Promote fairness, equality and diversity throughout the university, including in relation to its own operation.

5.4.8 Ensure the highest standards of ethical behaviour among its members, who must act ethically at all times in line with the accepted standards of behaviour in public life, and in the interests of the university.

5.4.9 Ensure that governance structures and processes are fit for purpose by benchmarking them against recognised standards of good practice.

5.4.10 Act, and be perceived to act, impartially and in the best interest of the university at all times and must not be influenced by social or business relationships. Any member who has a pecuniary, family or other personal interest in any matter under discussion must disclose the interest. A member does not necessarily have a pecuniary interest merely because he is a member of staff or a student.

5.4.11 Have joint and several legal responsibilities and obligations.

5.4.12 Ensure institutional sustainability by working with the Management to set the institutional mission and strategy. In addition, the Council shall take appropriate steps to ensure that there are effective systems of control and risk management in the university.

4.4.13 Be responsible for the mission, character and reputation of the university at a strategic level and must ensure that these align with the vision of the proprietor as distilled by the BoT.

5.4.14 Ensure that the financial strategy approved by the BoT as well as the annual budget are duly complied with.

5.4.15 Assess all aspects of the university's sustainability, using an appropriate range of mechanisms which include relevant key performance indicators (KPIs) not just for the financial sustainability of the university but also for its impact on the environment.

## 5.5 Meetings

5.5.1 The Council shall meet as often as it considers adequate to enable it to discharge its responsibilities provided that it must meet at least once every quarter.

5.5.2 The quorum for meetings of the Council shall be at least five members including the Chairman.

## **5.6 Council Committees**

5.6.1 The Council shall establish appropriate committees to assist in its governance functions, duties and responsibilities and facilitate efficiency in its work, as it deems appropriate.

5.6.2 The responsibilities delegated to each committee of Council shall be articulated in the Terms of Reference (ToR) of the committee.

5.6.3 Each committee shall meet as frequently as the assignment(s) committed to it necessitates.

5.6.4 With prejudice to the powers of the Council to establish any committee it deems fit; the main Council committees are:

5.6.4.1 Finance and General Purposes Committee;

5.6.4.2 Staff Appointments and Promotion Committee;

5.6.4.3 Staff Disciplinary Committee.

5.7.1 Finance and General Purposes Committee

5.7.1.1 The tenure of members of the committee and quorum for meetings of the committee shall be as determined by the Council.

5.7.1.2 The functions of the Finance and General Purposes Committee shall be to:

- (a) formulate treasury management policy and investment strategy for the university;
- (b) establish major external operations and associated businesses of the university and oversee their conduct and financial performance;
- (c) approve recommendations concerning expenditure on items of capital projects in accordance with the university's financial regulations;
- (d) scrutinize university budget and financial transactions before they are presented to Council;
- (e) recommend disposal of assets with an expected disposal value of the figure set down in the procedure of the disposal of assets;
- (f) exercise control over the deposits and investments of money belonging to the university;
- (g) consider and make recommendations to the Council on the annual estimates of income and expenditure for each financial year;
- (h) consider and decide on request for variations within the approved annual estimates from any unit of the university subject to the approval of the Council;

(I) approve rules and procedures for the control of expenditure and administration of other financial matters; and

(j) carry out any other function as may be delegated to it by Council from time to time.

#### 5.7.2 Staff Appointments and Promotion Committee

5.7.2.1 The tenure of members of the Committee and quorum for meetings of the Committee shall be as determined by the Council.

5.7.2.2 The functions of the Appointments and Promotion Committee shall be:

a) make recommendations to Council on any matter that will be in the interest of proper appointment, promotions and discipline of members of staff of the university;

b) consider interview panel reports and make appropriate recommendations on the appointments of staff (excluding principal officers) of the university to Council;

c) consider and make recommendations on staff application for extension of appointments, renewal of contract appointments, confirmation of appointments, training, leave, study leave, sabbatical leave and leave of absence and promotions;

d) constitute ad-hoc committee, interview panels and panels of assessors (internal and external) in accordance with the provisions of the university law, for the purpose of appointments and promotions of staff;

e) consider the reports and recommendations of sub-committees and interview panels and forward its recommendations to Council for final approval;

f) empower the Vice-Chancellor in consultation with Deans and Heads of Departments, to make visiting or temporary appointment whether academic or non-academic in accordance with approved annual budget provision of the university for a period of not more than 12 months where special circumstances so require and such appointments shall, as soon as possible, be reported to Council for ratification;

g) review staff development policy as and when necessary and monitor its implementation on behalf of Council;

h) look into any other matters relating to staff as may be delegated by Council to the Committee from time to time.

#### 5.7.3 Staff Disciplinary Committee

5.7.3.1 The tenure of members of the Committee and quorum for meetings of the Committee shall be as determined by the Council.

5.7.3.2 The functions for the Disciplinary Committee shall be:

a) investigate disciplinary cases involving members of staff of the University (except the principal officers) and make recommendations on its findings to Council and Council shall take final decisions on the Committee's recommendations; and

b) look into any other matters relating to staff as may be delegated by Council to the Committee from time to time.

## **6.0 SENATE**

### 6.1 Establishment

There shall be established for every private university the Senate which shall be the highest and ultimate decision-making body for all academic matters in the university.

### 6.2 Composition

6.2.1 The Senate shall consist of the following members:

6.2.1.1 Vice-Chancellor, as Chairman;

6.2.1.2 Deputy Vice-Chancellor(s);

6.2.1.3 University Librarian;

6.2.1.4 All Professors;

6.2.1.5 Deans of Faculties;

6.2.1.6 Dean of Postgraduate School;

6.2.1.7 Heads of Departments;

6.2.1.8 Director of Research Institutes and other Academic Units;

6.2.1.9 Director of Academic Planning and Director of Quality Assurance.

6.2.1.10 Registrar, as Secretary.

6.2.2 In the absence of the Vice-Chancellor, a Deputy Vice-Chancellor, and in the absence of a Deputy Vice-Chancellor, a nominee of the Senate shall act as Chairman.

### 6.3 Functions

6.3.1 The Senate shall normally, subject to the provisions of this Code and subject to control by the Council in all matters affecting the finance of the university, manage the academic affairs of the university, and shall, without derogation from the generality of the foregoing, have the following functions:

- a) establishment, organization and control of Faculty and other academic departments of the university, and the allocation to different departments of responsibility for different branches of learning;
- b) organisation and control of courses of study at the university and of the examinations held in conjunction with those courses;
- c) award of degrees, and such other qualifications as may be prescribed in connections with examinations aforesaid;
- d) making of recommendations to the Council with respect to the award to any person of an honorary degree or the title of distinguished or emeritus professor;
- e) selection of persons for admission as students at the university;
- f) establishment, organisation and control of halls of residence and similar institutions at the university;
- g) supervision of the welfare of students at the university and the regulation of their conduct;
- h) grant of fellowships, scholarships, prizes and similar awards, in so far as the awards are within the control of the university; and
- h) determining what descriptions of dress shall be academic dress for the purposes of the university, and regulating the use of academic dress.

### 6.4 Senate Committees

The Senate may delegate any of its powers or duties to its committees as it deems appropriate. The Senate committees may include any of the following:

6.4.1 Committee of Deans & Directors;

6.4.2 Development Committee;

6.4.3 Central Admissions Committee;

6.4.4 Ceremonies and Honours Committee;

- 6.4.5 Library and Publication Committee;
- 6.4.6 Information and Communications Technology Committee;
- 6.4.7 Student Welfare and Disciplinary Committee;
- 6.4.8 Quality Assurance Committee;
- 6.4.9 Alumni Affairs Committee;
- 6.4.10 Examination Committee;
- 6.4.11 Research Grant Committee;
- 6.4.12 Curriculum Review Committee;
- 6.4.13 Senate Business Committee; and
- 6.4.14 Linkages & Collaborations Committee

## **7.0 FACULTIES/ SCHOOLS/ COLLEGES AND FACULTY/SCHOOL/COLLEGE BOARDS**

7.1 There shall be such Faculties/Schools/Colleges and Faculty/School/College Boards for the university the composition of which shall be as provided in sections 6.4 and 6.5 below.

7.2 There shall be in each Faculty/School/College a Faculty/School/College Board which shall:

7.2.1 subject to the provisions of this Code and the direction of the Senate, regulate the teaching and study of, and the conduct of examinations connected with the subjects assigned to such Faculty; and

7.2.2 deal with any other matter referred to it by the Senate.

7.3 A Faculty/School/College Board may deliberate on any matter affecting the work of the Faculty and may make a report to the Senate or any appropriate university committee or organ as necessary.

7.4 The composition of each Faculty/School/College Board shall include all those teachers employed by the university in the branches of knowledge taught in the Faculty/School/College as well as any other persons co-opted by the Board subject to the approval of Senate.

7.5 The Dean shall be the Chairman of his or her respective Faculty/School/College Board.

## **8.0 CONGREGATION**



8.1 Without prejudice to the orientation of the proprietor(s), the stated objectives and areas of specialization of the institution, the congregation of a private university shall consist of all persons who:

8.1.1 hold recognized university degrees; and

8.1.2 are staff of that university.

8.2 The Vice-Chancellor shall be the Chairman of the Congregation and the Registrar shall be its Secretary.

8.3 The Congregation shall meet quarterly and the quorum for its meetings shall be one-third of the total number of members of the Congregation.

8.4 The Congregation shall provide an opportunity for its members to express their views on matters affecting the interest and well-being of the university, its members and stakeholders.

## **9.0 CONVOCAATION**

9.1 Convocation refers to a representative body of the university consisting of graduates of that institution, its principal officers, and academic and other staff of the university who hold a degree from a recognized university.

9.2 The Convocation shall elect one person into the Council of the university and through him, the body makes its input to the deliberations of Council.

9.3 The Convocation shall regulate its meetings and other affairs.

9.4 A Register of Convocation, containing the names of its members, shall be kept by the Registrar.

9.5 The Chancellor shall be the Chairman of the Convocation, in his absence the Vice-Chancellor shall act as the Chairman.

## **10.0 PRINCIPAL OFFICERS OF THE UNIVERSITY**

10.1 Chancellor

10.1.1 There shall be for every private university a Chancellor who shall be the ceremonial or titular, non-resident head of the university.

10.1.2 In the Nigerian Private University Sub-System, the Chancellor shall be appointed by the Board of Trustees.

10.1.3 The duration as well as the terms and conditions of the appointment shall be as determined by the Board of Trustees.

10.1.4 The Chancellor shall not be involved in the management of the University except that he presides at all convocation ceremonies for the award of degrees.

## 10.2 Pro-Chancellor

10.2.1 There shall be appointed by the BoT a knowledgeable person of integrity as the Pro-Chancellor of a private university.

10.2.2 Where the Proprietor is the Pro-Chancellor, he shall NOT be a member of the BoT.

10.2.3 The Pro-Chancellor shall be the Chairman of the Governing Council. Consequently, he has responsibility for guiding the development of policies, university financing, physical development programmes, staff conditions of service and discipline.

10.2.4 The Pro-Chancellor shall not be involved in the day-to-day management of the university.

## 10.3 Vice-Chancellor

10.3.1 There shall be appointed for every private university, a Vice-Chancellor who shall be a Professor. He shall be the Chief Executive Officer of the university, responsible for the day-to-day running of the university.

10.3.2 He shall be appointed by the BoT on the recommendation of the Governing Council.

10.3.3 He shall report to the Governing Council of the university.

10.3.4 The responsibilities of the Vice-Chancellor shall include:

(a) by virtue of the office, Chairman of the Senate, shall preside over meetings of congregation and in the absence of the Chancellor, the Vice-Chancellor shall preside over convocation for the conferment of degrees, and other academic titles and distinctions of the university;

(b) be the principal officer of the university responsible to the Governing Council for the organisation and conduct of the business of the university;

(c) serve as the nerve centre of activities in areas of protocol, external relations and coordination of various internal organs of the university;

(d) exercise general academic supervision over the university and shall have a general responsibility to the Council for maintaining and promoting the efficiency and good order of the university, and it shall be the duty of the Vice-Chancellor to see that the provisions of the law, the statutes and regulations are observed and he may exercise such powers as may be necessary or expedient for that purpose;

(e) by virtue of his office, be a member of the Council, the Senate, the Faculty, Institutes and any other authority of the university set up by the Senate and or any Board or Committee appointed by any of those bodies;

(f) provide leadership and direction to the university through policy foundation, development and implementation to ensure accountability and responsibility for efficient and effective compliance with the university law, statutes, rules, regulations, policies and procedures;

(g) be the designated officer in respect of funding provided to the university by the Proprietor and other sources of fund in the university;

(h) promote and advance the vision, mission and objects of the university;

(I) take a proactive role in facilitating and encouraging cooperation and collaboration among all organs of the university;

(j) ensure activities of the institution support the strategic plan of the university;

(k) prepare annual estimates of income and expenditure in line with the strategic plans of the university;

(l) manage resources within the approved estimates in accordance with the provisions of the law and statutes of the university;

(m) manage the student academic affairs, student discipline and students' issues generally; and

(n) undertake any other duties that may be assigned or referred to him by the Council.

10.3.5 The Vice-Chancellor shall have the authority to make Temporary Appointments which, however, must be regularized within 12 months failing which such appointments shall lapse.

10.3.6 The Vice-Chancellor shall have the power to discipline staff and students where necessary, subject to compliance with the relevant provisions of the university's bye-law, other statutes and regulations, including, the right to fair hearing and other applicable rule of law provisions such as the proceedings of a Disciplinary Committee.

10.3.7 The Vice-Chancellor shall hold office for a period of five (5) years in the first instance, and may be re-appointed for subsequent terms subject to satisfactory performance, at the discretion of the BoT and Governing Council.

#### **10.4 Deputy Vice-Chancellor**

10.4.1 There may be appointed for every private university by the Governing Council, one or more Deputy Vice-Chancellors.

10.4.2 The appointment shall be made on the recommendation of the Vice-Chancellor, after due consultation with Senate.

10.4.3 The Deputy Vice-Chancellor shall be a highly distinguished scholar of the rank of a Professor.

10.4.4 The Deputy Vice-Chancellor shall act as Vice-Chancellor when, for any reason, the office of the Vice-Chancellor becomes vacant or the Vice-Chancellor is, for any reason unable to perform his functions as Vice-Chancellor.

10. Deputy Vice-Chancellor shall hold office for a period of five (5) years in the first instance, and may be re-appointed for subsequent terms subject to satisfactory performance, at the discretion of the BoT and Governing Council.

#### **10.5 Registrar**

10.5.1 There shall be appointed for every private university, a Registrar who shall be the Chief Administrative Officer of the university and be responsible to the Vice-Chancellor for the day-to-day administration of the University, except in respect of financial matters.

10.5.2 The Registrar shall be appointed by the Governing Council on the recommendation of the Joint Senate-Council Selection Committee following due process.

10.5.3 The person to be appointed as Registrar must possess a good university degree with cognate experience.

10.5.4 The functions and responsibilities of the Registrar shall include the following:

10.5.4.1 He shall be the Head of the Registry of the university.

10.5.4.2 He shall be the Secretary to the following organs of the University:

- (a) Governing Council;
- (b) Senate;
- (c) Congregation; and
- (d) Convocation.

10.5.5 The Registrar shall hold office for a period of five (5) years in the first instance, and may be re-appointed for subsequent terms subject to satisfactory performance, at the discretion of the BoT and Governing Council.

10.5.6 The Registrar may resign his office upon giving three months' notice in writing to the Governing Council.

## **10.6 Bursar**

10.6.1 There shall be appointed for every private university, a Bursar who shall be the Chief Financial Officer of the university and be responsible to the Vice-Chancellor for the day-to-day administration and control of the financial affairs of the university.

10.6.2 The Bursar shall be appointed by the Governing Council on the recommendation of the Joint Senate-Council Selection Committee following due process.

10.6.3 The person to be appointed as Bursar must possess, in addition to a degree or equivalent qualification, a professionally recognized accountancy qualification (that is, he must possess a good university degree or equivalent qualification and must be a chartered accountant) with cognate post-qualification experience.

10.6.4 The Bursar shall hold office for a period of five (5) years in the first instance, and may be re-appointed for subsequent terms subject to satisfactory performance, at the discretion of the BoT and Governing Council.

10.6.5 The Bursar may resign his office upon giving three months' notice in writing to the Governing Council.

## **10.7 University Librarian**

10.7.1 There shall be appointed for every private university, a University Librarian who shall be responsible to the Vice-Chancellor for the administration of the University Library and the co-ordination of the library services of the university.

10.7.2 The University Librarian shall be appointed by the Governing Council on the recommendation of the Joint Senate-Council Selection Committee.

10.7.3 The person to be appointed as University Librarian shall possess a degree in Library & Information Science from a recognised university and have cognate experience.

10.7.4 The University Librarian shall hold office for a period of five (5) years in the first instance, and may be re-appointed for subsequent terms subject to satisfactory performance, at the discretion of the BoT and Governing Council.

10.7.5 The University Librarian may resign his office upon giving three months' notice in writing to the Governing Council.

## **11.0 FOUNDER/PROMOTER/PRIME MOVER OF THE UNIVERSITY**

11.1 Where the Founder/ Promoter/Prime Mover is the Chairman of the BoT, he/she shall not simultaneously hold the position of the Pro-Chancellor & Chairman of Council or Vice-Chancellor;

11.2 The Founder or his/her agents shall not interfere with the executive powers of the Vice-Chancellor or other principal officers of the University.

11.3 The Founder and his or her agents shall not usurp, undermine or interfere with the powers and functions of Senate, Council or any of the statutory Committees or organs of the university.

11.4 The Proprietor/Founder/Prime Mover shall not be the Chairman of the BoT and Pro-Chancellor or Vice-Chancellor of the university at the same time. He/She may hold only one of the Offices at any time and not two (2) or more of them concurrently.

## **12.0 UNIVERSITY CEREMONIES**

### **12.1 Matriculation**

12.1.1 Every newly admitted student shall be matriculated by the university at a Matriculation Ceremony which shall be held immediately upon the conclusion of registration and at which the matriculating students shall take a Matriculation Oath and sign a Matriculation Register.

12.1.2 Upon matriculation, the student becomes a bona fide student of the university.

12.1.3 He shall be assigned a Matriculation Number which uniquely identifies him and which he shall use throughout his period of study in the university.

12.1.4 The Matriculation Ceremony is a formal occasion and all officers of the university as well as all matriculating students shall be robed in the appropriate academic robes of the university. The ceremony is presided over by the Vice- Chancellor.

12.1.5 The Matriculation Ceremony shall also mark the formal end of the admission process for the session as no further admission requests shall be entertained after matriculation.

## **12.2 Convocation**

12.2.1 Convocation is a graduation ceremony for the award of earned and honorary degrees as well as other formal recognitions.

12.2.2 The Chancellor of the university shall preside over the Convocation Ceremony if he is present and, in his absence, the Vice-Chancellor shall preside.

12.2.3 Graduation events may also be held solely for separate faculties and departments and on different days and locations.

12.2.4 Convocations shall be very formal occasions during which the participating officers and academic staff of the university are appropriately robed in the university's academic gowns and in which the proceedings are tightly controlled and the pronouncements to be made are already pre-determined and included in the Order of Proceedings.

12.2.5 Every university shall hold a Convocation Ceremony once every year and the graduating students shall collect their certificates either at the ceremony or immediately after it.

## **13.0 PENALTY FOR BREACH OF THE CODE**

13.1 Non-compliance with the provisions of this Code shall constitute a breach of the same;

13.2 Where in the opinion of the NUC Management Committee, an institution has violated the provisions of the Code, the Management Committee shall be at liberty to impose any of the underlisted penalties against the offending or erring institution;

13.3 The penalties that may be imposed by the NUC Management Committee shall include:

- I. Reprimand
- ii. Strong Reprimand
- iii. Financial Penalty
- iv. Suspension of Licence
- v. Withdrawal of Licence

## **14.0 FINANCIAL CONTROL**

14.1 In order to protect the Proprietor's investment, the Board of Trustees shall specify financial spending limits and thresholds for the Vice-Chancellor and his Management Team, and the Governing Council.

14.2 The Board of Trustees shall be responsible for approvals which are above the threshold of the Governing Council.

## **15.0 RISK MANAGEMENT**

15.1 The Governing Council shall be responsible for the oversight of enterprise- wide Risk management of the university;

15.2 The Governing Council shall periodically assess the effectiveness of the management in implementing and monitoring the process of risk management and integrating it into the day-to-day activities of the university.

## **16.0 WHISTLE-BLOWING**

16.1 The Governing Council of every private university shall establish a whistle-blower policy that encourages individuals to report credible information on illegal practices or violations of policies of the University, specifies that the University will protect the individual from victimization, and identifies the parties to whom such information can be reported.

16.2 The whistle-blower policy shall be made known to employees, stakeholders such as contractors, service providers and the public.

## **17.0 REMUNERATION**

17.1 The proper remuneration of all staff is an important part of ensuring institutional sustainability and protecting the reputation of the institution. Accordingly, the BoT and the Governing Council shall establish a Remuneration Committee to:

17.1.1 consider and determine, as a minimum, the emoluments of the Vice-Chancellor and other senior staff; and

17.1.2 ensure that the packages approved are competitive and capable of ensuring that high quality staff are attracted to, and retained by, the university.

## **18.0 TRANSITIONAL ARRANGEMENTS**



18.1 While this Code serves as the clear unifying factor in relation to all the private universities operating in Nigeria, the need for transitional arrangements has been identified to afford each private university the time and opportunity to align its existing practices with the provisions of the Code.

18.2 Consequently, the effective date for the enforcement of the provisions of this Code shall be July 2021.

## **19.0 INTERPRETATIONS**

19.1 In this Code, unless the context otherwise requires:

19.1.1 “academic freedom” means the ability, within academic tradition, of a person to question and test received wisdom, and to put forward new ideas and controversial or unpopular opinions, without the person placing themselves in jeopardy of losing their jobs or privileges;

19.1.2 “academic staff” means those members of staff of the university whose sole and primary duty is teaching and/or research;

19.1.3 “Board of Trustees” means the Board of Trustees of the university;

19.1.4 “Congregation” means the statutory organs of a university through which the affairs of the institution are run by its officers;

19.1.5 “Convocation” means ceremony established to mark the official exit of students who have successfully met all the requirements for earning a degree or other certificate from the institution;

19.1.6 “Governing Council” means the Governing Council of the university recognised by this Code;

19.1.7 “Matriculation” means the formal admission of new students into a university;

19.1.8 “Proprietor” means the founder, promoter or prime mover of a private university; and

19.1.9 “relevant Dean” means the Dean of a Faculty that has a matter for consideration by a committee or body recognised by this Code.

19.2 In this Code:

19.2.1 words importing the masculine gender include females; and

19.2.2 words in the singular include the plural and vice versa.

## **20.0 BIBLIOGRAPHY**

1. Association of Commonwealth Universities Code of Governance 2009
2. Code of Governance for Banks and Discount Houses in Nigeria 2014
3. Code of Governance for Licensed Pension Fund Operators 2008
4. Code of Governance for Public Companies in Nigeria 2011
5. Code of Governance for the Telecommunication Industry 2016
6. Code of Good Governance for Insurance Industry in Nigeria 2009
7. Committee of University Chairs (CUC) Illustrative Practice Note 3 Academic Governance 2017
8. Governance Principles and Recommendations (Australia, 2014).
9. Guide for Members of Higher Education Governing Bodies 2011 (Committee of University Chairs (CUC))
10. G20/ OECD Principles of Governance
11. International Financial Reporting Standards, 2017
12. King IV Report on Governance for South Africa 2016.
13. Malaysian Code on Governance 2017
14. Nigerian Code of Governance 2018 Exposure Draft
15. The Higher Education Code of Governance 2014
16. The Higher Education Senior Staff Remuneration Code 2018
17. The National Code of Governance for Mauritius (2016)
18. The UK Governance Code (2012)

19. The Scottish Code of Good Higher Education Governance 2013