Research Journal of Humanities and Social Sciences
(An Open Access International Peer Reviewed Journal)
ISSN: 2945-3968

The Relationship between the Company Secretary and the Chairman in Nigeria: A Critical Evaluation

Prof Obasi Maurice Nwabueze [1],* Dr. Adekilekun Kamaldeen Akinpelu (Esq) [2], Princes Ugoeze Obasi[3]

[1]Former HOD Commercial Law, Former HOD International Law and Jurisprudence, Faculty of Law. IMSU

[2]Lecturer, Faculty of Law, Ifetedo Campus, Osun State University. Academic Qualifications: Diploma – Kwara State College of Education, Ilorin; LL.B – Bayero University, Kano; B.L – Nigerian Law School, Lagos Campus; LL.M – Rivers State; Ph.D – Imo State University

[3]Imo state university Owerri, Securities and Exchange Commission, Porthcourt

ABSTRACT

The effectiveness of any board in Nigeria depends largely on how two key offices relate – the Chairman and the Company Secretary. The Companies and Allied Matters Act, 2020 and the Nigerian Code of Corporate Governance, 2018 clearly demarcate their roles. However, in practice, most companies still operate as if the Secretary is a personal aide to the Chairman. This paper examines the legal framework, the practical realities, and the conflicts that arise from this relationship. It argues that without an independent and protected Company Secretary, the Chairman cannot lead an effective board.

Keywords : Company Secretary; Chairman; Corporate Governance; Board of Directors; Nigerian Corporate Law

How to cite this article: Nwabueze OM, Akinpelu AK, Obasi PU . The Relationship between the Company Secretary and the Chairman in Nigeria: A Critical Evaluation. **Research Journal of Humanities and Social Sciences.2026 Nov 17, 5(5): 141-146**

Source of support: Nil.

Conflict of interest: None

DOI: doi.org/10.58924/rjhss.v5.iss5.p14

Received:	15-10-2026
Revised:	18-10-2026
Accepted	12-11-2026
Published:	17-11-2026

Copyright:© 2026 by the authors. Submitted for possible open access publication under the terms and conditions of the Creative Commons Attribution (CC BY) license (https://creativecommons.org/licenses/by/4.0/).

1.0 INTRODUCTION

1.1 Background

In corporate governance, the Chairman leads the board while the Company Secretary protects the process of the board. For many years in Nigeria, the Secretary was treated as a clerk whose job was to take minutes and file documents at the Corporate Affairs Commission.[1] That position has changed. Under CAMA 2020, the Company Secretary is now a principal officer of the company with defined qualifications, duties and liabilities.[2] The Chairman, on the other hand, is responsible for the leadership and effectiveness of the board. He sets the tone, manages board dynamics and ensures that the board focuses on the right issues.[3]

1.2 Statement of Problem

The law is clear but practice is different. Many Chairmen in Nigeria still handpick who becomes Company Secretary, often choosing persons who will not challenge them.[4] In some companies, the Secretary reports to the Managing Director for appraisal and promotion, not to the Board. This has led to cases where minutes were altered and statutory returns were not filed, as seen in Securities and Exchange Commission v OandoPlc v Oando Plc.[5]

[1]O.Orojo, *Company Law and Practice in Nigeria* (5th ed, LexisNexis 2020) 345.
[2]Companies and Allied Matters Act 2020, *section 330* and *section 335*.
[3]Nigerian Code of Corporate Governance 2018, *Principle 3*.
[4]E.Adegbite, 'Corporate Governance Regulation in Nigeria' (2015) 23 *Corporate Governance Journal* 85.
[5](2019) FHC/L/CS/910/2019.

2.0 CONCEPTUAL AND LEGAL FRAMEWORK

2.1 Who is a Company Secretary?

By Section 330 of CAMA 2020, every company must have a Company Secretary.[6]Section 332 provides that only a legal practitioner, a chartered accountant or a chartered secretary can be appointed as Company Secretary of a public company.[7]Section 335 makes the Secretary an officer of the company and therefore liable for defaults like a director.[8]

The duties are listed in Section 336 – attending meetings, keeping statutory books, filing returns at CAC, and advising the Board on compliance.[9]Principle 8 of the NCCG 2018 describes the Secretary as the governance adviser and custodian of the Board Charter.[10]

2.2 Who is a Chairman?

Section 284 of CAMA 2020 provides that the directors shall appoint a Chairman from among themselves.[11] The NCCG 2018 under Principle 3 states that the Chairman is responsible for leading the Board, setting the agenda in consultation with the Company Secretary and the MD/CEO, and acting as a link between the Board and Management.[12]

2.3 Legal Sources

The relationship is also regulated by the SEC Corporate Governance Guidelines 2021, the CBN Code 2023, and case law such as Panorama Developments v Fidelis Furnishing Fabrics Ltd which defined the authority of a Company Secretary.[13]

3.0 NATURE OF THE RELATIONSHIP

The relationship between the two offices is not master and servant. It is meant to be complementary.[14]

3.1 Secretary as Adviser to the Chairman

The Chairman depends on the Secretary for guidance on whether meetings are properly convened, whether quorum is formed, whether a director has a conflict under Section 306,[15] and whether disclosure obligations have been met.

3.2 Chairman as Protector of the Secretary's Independence

Under the NCCG, the Company Secretary must have direct access to the Chairman and must be accountable to the Board through the Chairman.[16]Section 333 of CAMA provides that the appointment and removal of the Secretary must be by Board resolution.[17] This is to protect the Secretary from intimidation.

---

[6]CAMA 2020, *section 330(1).*
[7]CAMA 2020, *section 332.*
[8]CAMA 2020, *section 335.*
[9]CAMA 2020, *section 336.*
[10]NCCG 2018, *Principle 8.1.*
[11]CAMA 2020, *section 284.*
[12]NCCG 2018, *Principle 3.2.*
[13](1971) 2 QB 711.
[14]K.Adeyemi, *Corporate Governance in Nigeria: Law and Practice* (NIALS Press 2022) 112.
[15]CAMA 2020, *section 306.*
[16]NCCG 2018, *section 8.2.*
[17]CAMA 2020, *section 333.*

3.3 Joint Custodians of Board Process

The two offices jointly manage board information flow. The Chairman approves the agenda while the Secretary circulates it at least seven days before the meeting as required by NCCG.[18]

4.0 AREAS OF TENSION

4.1 Appointment by Patronage

In many Nigerian companies, the Chairman influences the appointment of a loyal person as Secretary. Such a person may be qualified but lacks independence.[19]

4.2 Dual Role as Lawyer and Governance Gatekeeper

Most Company Secretaries are also Legal Advisers. There is conflict when Management wants to conceal a related party transaction. The duty of the Secretary as governance officer is to ensure disclosure under Section 336(2),[20] but pressure is often mounted to remain silent.

4.3 Chairman's Dominance

The NCCG clearly states that the Chairman should not sit in any Board Committee.[21] In practice, some Chairmen attend Audit and Risk Committee meetings and influence decisions.

4.4 Confusion in Reporting Line

By law, the Secretary reports to the Board. In reality, most Secretaries report to the MD/CEO for administrative matters. The NCCG recommends functional reporting to the Board through the Chairman and administrative to MD.[22]

4.5 Liability Without Control

Sections 335 and 336 make the Secretary liable for failure to file returns, yet Management may withhold information. When regulators sanction the company, the Secretary is held liable alongside directors.[23]

5.0 COMPARATIVE ANALYSIS

In the United Kingdom, under Sections 270-274 of the Companies Act 2006 and the UK Corporate Governance Code 2018, the Company Secretary is appointed by the Board and has a direct reporting line to the Chairman.[24]

In South Africa, King IV Principle 10 provides that the Company Secretary should have an arms-length relationship with the Board.[25]

[18]NCCG 2018, *section 3.4.*
[19]E.Okike, 'The Role of Company Secretary in Nigeria: From Clerk to Governance Professional' (2021) 12 NIALS *Journal of Corporate Governance* 45.
[20]CAMA 2020, *section 336(2).*
[21]NCCG 2018, *Principle 3.3.*
[22]NCCG 2018, *Principle 8.3.*
[23]*Central Bank of Nigeria v Directors of AfribankPlc (unreported) and SEC v Oando supra.*
[24]UK Companies Act 2006, ss 270-274; UK Corporate Governance Code 2018, Principle J.
[25]King IV Report on Corporate Governance for South Africa 2016, Principle 10.

Nigeria has adopted similar provisions, but enforcement by the Financial Reporting Council is still weak.[26]

6.0 CONCLUSION

The Chairman provides leadership for the board, but the Secretary gives legitimacy to that leadership. A Chairman without a strong Secretary may become autocratic, while a Secretary without a supportive Chairman becomes ineffective. The history of corporate failures in Nigeria, from Intercontinental Bank to Oando, shows a pattern of falsified minutes and non-filing of returns.[27]

CAMA 2020 and NCCG 2018 have provided a good legal framework. What remains is the culture of compliance.

7.0 RECOMMENDATIONS

i. The National Assembly should amend CAMA to expressly provide that the Company Secretary reports functionally to the Board through the Chairman.[28]

ii. The Chairman and Company Secretary should jointly attend annual corporate governance training as part of Principle 13 of NCCG compliance.

iii. The FRCN should create a dedicated whistleblowing channel for Company Secretaries and require that removal of a Secretary be notified to FRCN within 14 days with written reasons.[29]

iv. The NCCG should be reviewed to make evaluation of the working relationship between Chairman and Company Secretary a compulsory part of annual board evaluation.

v. ICSAN and NBA should enforce qualification requirements under Section 332.

vi. Companies should adopt board portals that lock minutes and capture dissent, to protect integrity of board records.[30]

Bibliography

Books

1. Adeyemi K, Corporate Governance in Nigeria: Law and Practice (Lagos: NIALS Press 2022)
2. Davies PL and Worthington S, Gower: Principles of Modern Company Law (10th ed, Sweet&Maxwell 2016)
3. Orojo O, Company Law and Practice in Nigeria (5th ed, LexisNexis 2020)

Statutes

4. Companies and Allied Matters Act 2020
5. Nigerian Code of Corporate Governance 2018

Cases

6. Central Bank of Nigeria v Directors of AfribankPlc
7. Panorama Developments (Guilford) Ltd v Fidelis Furnishing Fabrics Ltd (1971) 2 QB 711
8. Securities and Exchange Commission v OandoPlc(2019) FHC/L/CS/910/2019

***

[26]Financial Reporting Council of Nigeria, Monitoring Report on NCCG Compliance 2023.
[27]Adeyemi (n 14) 145.
[28]ICSAN Governance Practice Guidelines 2023.
[29]UK Corporate Governance Code 2018, Provision 5.
[30]ICSAN Board Portal Guidelines 2023.