

**NIGERIAN BAR ASSOCIATION (NBA)
COMMITTEE ON PROFESSIONALIZATION
OF THE NBA SECRETARIAT**

**FINAL REPORT
JANUARY 2013**

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GLOSSARY

AP&G	Appointment, Promotions and Grievance Committee
DA	Director of Administration
ED	Executive Director
HND	Higher National Diploma
IBA	International Bar Association
ICTs	Information and Communications Technologies
NEC	National Executive Committee (of the Nigerian Bar Association)
NBA	Nigerian Bar Association
NDI	National Democratic Institute
NGO	Non-governmental Organization
OND	Ordinary National Diploma
OSF	Open Society Foundations
PEPs	Politically Exposed Persons
SAN	Senior Advocate of Nigeria
SBL	Section on Business Law
SLP	Section on Legal Practice
SPIDEL	Section on Public Interest and Development Law
TMG	Transition Monitoring Group
ToRs	Terms of Reference
UNICEF	United Nations Children's Educational Fund
USAID	United States Agency for International Development

EXECUTIVE SUMMARY

The Secretariat of the NBA is severely under-capacitated, with an unclear mission, an insecure future, and hugely unrealized potential. The NBA itself does not offer a clear value proposition to its members. The absence of a defining value proposition is an existential threat to the NBA and to the effectiveness of its Secretariat. If any other organization or entity can rise to offer to members of the NBA a unifying promise of professional growth or edge, the NBA as we know it could become history. To avoid this possibility, the leadership of the NBA must define a value proposition for our members and, in the Secretariat, evince a programming capability to ensure the realization of this promise. This report is a road map of why the NBA must do this and how it can begin to do so.

For the most part and despite promises of Secretariat reform by successive Bar administrations, it is clear that members of the NBA and much of the leadership treat personnel of the Secretariat as instruments to be exploited or burdens to be tolerated rather than as the principal tools for guaranteeing an effective Bar.

Reflecting the evolution of Secretariat, the designation of the head of the Secretariat has also changed over the past two decades from “Administrative Secretary” through “Director of Administration” to the present “Executive Director”. The designation of an “Executive” Director to head the Secretariat under its present evolution would suggest that the Secretariat has grown from its beginnings as an outpost for managing minor administrative and logistical issues to one with some programming responsibilities, requiring the full attentions of a professional cadre, under the supervision of the General Secretary of the NBA and the overall executive authority of the President.

There are many compelling reasons why it is imperative to professionalize the NBA Secretariat:

- The demographics and population of the Bar have grown by nearly over 500% in the last two decades, necessitating a transition from a highly personalized to necessarily impersonal organizational framework

- in which service standards can only be guaranteed by fidelity to professionalism;
- It is essential to ensure the fullest benefits of modern communications synergies and technologies in Bar services and programmes;
 - It fosters growth in and optimizes the revenue potentials of the Bar;
 - as a result, it diminishes the role of politically exposed persons in the affairs and guarantees the independence of the Bar as an institution for the defence of the rule of law;
 - It guarantees effective planning and management and continuity in programming; the legacies of successive Bar administrations; and as the memory and archives of the Bar;
 - It is also the only way to guard against the disabling discontinuities that presently afflict the NBA;
 - It should diminish the exposure and potential liabilities of the NBA with respect to procurements, contracting, and compliance; and
 - Above all, it is a contribution to human capacity development at the Bar, to leadership grooming and replacement and to guaranteeing a consistent supply of capable lawyers to take over from the current leadership way into the future.

Given these compelling reasons, it is in the interest of the NBA to invest in establishing a professionalized Secretariat through a deep transformation of its existing Secretariat. This will require far reaching re-examination of various practices and pathologies that currently plague the NBA's Secretariat and its operations. Among these:

- There is no defined role or status of the secretariat in the scheme of things within the NBA
- The management and operations of the Secretariat are arbitrary and whimsical. Staff have no contracts, no job security, no job specifications, and no deliverables attached to their positions. Staff development is non-existent, disorganized, and whimsical. There is also no clear career path or promise to staff;
- Morale is abysmal among NBA Secretariat personnel; compensation levels are poor; perceptions of unfairness and discrimination in

- remuneration, discipline and compensation are pervasive among staff; staff lack access to most basic instruments of work. Unsurprisingly, staff retention among skilled personnel is low;
- the NBA does not pay a living wage to most of its personnel. The levels of staff compensation seem designed to leave staff on the margins of dependency and destitution, encouraging them to pervert the mechanisms and processes of the Association into avenues for subsistence;
 - there is a clear pattern of credibly attested allegations of work-place bullying, abuse and sexual harassment, intimidation and exploitation, with no mechanisms of work place recourse, including forms of sexual abuse and predatory sexual behavior in the work place affecting staff and personnel of the Secretariat;
 - staff lack basic skills and capacities in several areas relevant to their jobs, there is no staff development budget, and no clear sense of what the training needs are. Among staff, the sense is that even if such needs were to be developed, access to training under the present management system in the Secretariat would not be fairly determined;
 - the clear perception is that employment and promotion is not based on equal opportunity but affinity, familiarity and networks;
 - the ICT environment of the Association is poor and in desperate need of enhancement, and, in particular, the website of the NBA is basic, with little memory, no interactivity and no security;
 - lack of attention to safety and wellbeing in the NBA Secretariat constitutes a major hazard to the lives of those who work in it and a potential source of huge liability to the Association;
 - there is no clear division of labour between the Secretariat and the NBA Committees, leading to needless competition and mutual suspicion rather than collaboration and mutual support;
 - there are serious compliance failures by the NBA Secretariat in such areas as taxation, pensions, health insurance, labour practices and work-place safety. These compliance failures expose the Association to

- considerable liabilities and embarrassing reputational damage through possible enforcement measures in both criminal and civil laws;
- The processes of professional discipline in the legal profession in Nigeria are afflicted with and undermined by the dysfunctions of the Secretariat;
 - Management of budgets, accounting and procurements in the NBA Secretariat is rather perfunctory and slipshod; and
 - Above all, the NBA has failed abysmally to invest in the growth of its revenue potentials and, as a result, has become dangerously dependent on big envelope donations from PEPs who are now potentially in a position to dictate the organization's programmes or interfere in its processes.

This report identifies five priorities that the NBA must address in reforming the Secretariat putting it on a professionalized footing. To achieve these, the NBA and its leadership must:

- (a) define and articulate a clear mission for its Secretariat;
- (b) guarantee conditions for the performance of the roles of the Secretariat in return for holding staff members of the secretariat accountable to rigorous performance standards, including insulating the NBA Secretariat and its staff from the political and electoral processes of the NBA;
- (c) eliminate pervasive cronyism and mechanisms for abuse by professionalizing hires, appointments, promotions, discipline, procurements and contracting in the procedures of the NBA (Secretariat);
- (d) identify a programme for upgrading the skills and performance of the Secretariat; and
- (e) Progressively grow the programming, service delivery and revenue potentials of the NBA into the foreseeable future.

Achieving these requires urgent and decisive actions devoid of political gamesmanship and the political will to make hard decisions. Re-setting the levers of the Secretariat is not a choice but an existential necessity that goes to the essence and substance of the NBA's *raison d'être*.

This report contains a clear set of recommendations to match its diagnoses, findings and conclusions. In some cases, some of the recommendations are time-bound. The recommendations span a spectrum from budget-negative or neutral to budget-sensitive measures. They fall into five broad categories:

- Many recommendations, such as the establishment of an Appointments, Promotions and Grievance Committee or the adoption of policies on such issues as Equal Opportunities and Sexual Harassment or Conflicts of Interest - merely require advertence to the needs and ethic of institution building and the adoption of effective policy measures where these are needed and none presently exist;
- Some recommendations – such as the adequate health and safety practices, proper health checks for drivers at the NBA or compliance with pensions and health insurance liabilities – require minor budgetary or fiscal application but merely require the adoption of measures to close loopholes, cure past infractions or bring the NBA to the point of minimal statutory compliance going forward;
- Few of the recommendations – such as insuring the structure and contents of the NBA Secretariat - require application of some resources in the short term in order to save the NBA from more serious liability exposure;
- There are also recommendations designed to guarantee fairness in the workplace, enhance staff retentions, and necessary growth over time in the human capacity potential of the NBA; and
- A set of recommendations address the need to grow the revenue potential of the NBA.

Absent urgent action to begin to address these recommendations, the future of the NBA is endangered and the NBA Secretariat could become increasingly dysfunctional with adverse pecuniary and reputational consequences for the Association.

This report is the product of a three-month long inquiry and study undertaken by a six-person Committee established by the President of the NBA. The Committee's work comprised meetings among its members, desk review of

documents and applicable laws, as well as meetings with and interviews of officers, members and personnel of the NBA. In all, the Committee had five meetings by itself. The Committee also met and consulted separately with the President of the NBA as well as with the General Secretary, several Bar leaders at the Nigerian Bar, and with the Executive Director and various staff of the Secretariat. The constraints encountered by the Committee are more specifically addressed in the report. Notwithstanding those constraints, the materials generated through the methods outlined above and our analyses based on them provided the Committee with ample material on the basis of which this report has been developed.

This report is based on a review of practices at the NBA Secretariat since 2006. It addresses trends and patterns and identifies areas or practices for change or reform. It is not designed to levy allegations or accusations against any persons, organs, regimes or administrations in during this period.

1. INTRODUCTION

1.1 In September, 2012, the President of the Nigerian Bar Association (NBA), Okey Wali, SAN, established a committee on the Professionalization of the National Secretariat of the NBA. The composition of the Committee is as follows:

- Chidi Anselm Odinkalu, (Lagos Branch) Chairperson
- Halima Aliyu, (Birnin-Kebbi Branch) Member
- Muritala Abdul-Rasheed, (Kaduna Branch) Member
- Abigail Waya, (Lafia Branch) Member
- Idris Bawa, (Abuja Branch) Member
- Udo Jude Ilo, (Abuja Branch), Secretary,

1.2 The original terms of reference (ToRs) of the Committee had to be re-examined and reviewed. Following the review, the President approved the ToRs of the Committee as follows:

1. To conduct a staff and operations audit of the NBA National Secretariat, including a review of the existing terms and conditions of service of staff and recommend areas for improvement;
2. To provide solutions and recommendations for enhanced productivity and performance of the Secretariat in line with best practices in human resources management and, in particular:
 - (a) Propose job specifications and descriptions for staff positions in the Secretariat accompanied by appropriate performance and accountability indicators;
 - (b) Propose appropriate rewards, remuneration and procedures for promotions and discipline; and
 - (c) Propose policies to ensure equality of opportunity and equal protection of staff in terms of development, rewards and disciplinary processes;

3. To undertake or do any other tasks necessarily incidental to the above or which will bring about a fully professionalized National secretariat, including, in particular, recommendations for upgrading the programming capabilities of the National Secretariat; and
4. To submit a report reflecting these terms of reference to the National President before the end of November 2012.

1.3 It was impossible to complete the work and report of the Committee in the time initially prescribed. To enable the Committee to complete its work, the NBA President granted it an extension until January 2013 to submit its report.

1.4 This report embodies the narrative of the methodology employed and constraints faced by the Committee as well as the Committee's findings, analyses and recommendations.

1.5 This report is based on a review of practices at the NBA Secretariat since 2006. It addresses trends and patterns and identifies areas or practices for change or reform. It is not designed to levy allegations or accusations against any persons, organs, regimes or administrations in during this period.

2. METHODOLOGY AND CONSTRAINTS

2.1 The Committee's work comprised meetings among its members, desk review of documents and applicable laws, as well as meetings with and interviews of officers, members and personnel of the NBA.¹

¹ For the purpose of this report, personnel of the NBA are persons who were on the staff of the NBA Secretariat on the date of the commencement of the work of the Committee in September 2012. During the pendency of the work of the Committee, in October 2012, the NBA office in Lagos was closed. Following the closure, three members of staff resigned. Among the staff interviewed by the Committee were two of the staff members that resigned.

2.2 In all, the Committee had five meetings by itself. The Committee also met separately with the President of the NBA as well as with the General Secretary.

2.3 The Committee also had a general meeting with all staff of the Secretariat of the NBA. Subsequently, the Committee met separately with the Executive Director of the NBA Secretariat and with the heads of each of the five Directorates in the NBA Secretariat. In order to ensure maximum possible access to information to enable the Committee carry out its task in a balanced manner, Staff who indicated a desire to meet with the Committee were afforded a confidential opportunity for such meetings. In keeping with the assurances of confidentiality that the Committee gave, this report excludes any reference by name to any member of staff.

2.4 In addition, the Committee received inputs and documentation from and consulted with some senior members of the Bar who had served the organization previously in various positions.

2.5 A list of the persons interviewed or consulted by the Committee is appended as a schedule to this report.

CONSTRAINTS

2.6 The Committee nevertheless encountered five significant constraints in the course of its work. First, the institutional memory of the NBA is poor and its record keeping and management are far from satisfactory. Despite the best efforts of the Secretariat personnel, it was evident that the preferred and dominant tradition of work at the NBA is informal. It was difficult, for instance, to fully re-construct a credible history of the NBA or of its Secretariat, including the original vision that inspired the establishment of the Secretariat.

2.7 Second, related to the above, was a marked lack of continuity in narratives and memory. In between the various NBA administrations, we had to rely on scanty records and the corroboration of personnel of the Secretariat with records of long service to be able to re-constitute and verify some relevant narratives.

2.8 Third, there is no coherent articulation of a role for a service Secretariat in the pantheon of organs and agencies of the NBA or of a coherent vision of the Secretariat on which the Committee could found its work. The best we could find was a resolution adopted by the National Executive Committee (NEC) of the NBA in November 2010, which described the Secretariat as “the ‘engine house’ of the organization”, requiring it to “be responsive to the needs of its members and also establish its relevance in addressing the challenges of its members in the (then existing) 88 branches across the nation.”² This resolution was, however, adopted to facilitate a “re-structuring” of the Secretariat and we were unable to find full records on what necessitated the re-structuring and what other options the organization considered in arriving at the decisions it reached in 2010.

2.9 Fourthly, what is clear, however, is that much of the relationships within and involving the Secretariat had up to a point been characterized by appearances of tension, conflict and insecurity. Some elected NBA officials were in conflict with staff; there were appearances of tension among staff; and instances of conflict between staff and NBA committees were not unheard of. The testimonies received from staff were thus characterized by uncertainty. Staff were mostly uncertain as to how much confidence to repose in or how much to tell the Committee. Many of them were evidently fearful that they could suffer reprisals if they testified or spoke to the Committee with complete candour. This atmosphere of pervasive industrial fear made it imperative to assure staff of confidentiality as a pre-condition to honest dialogue and discovery. While the Committee made the best efforts to ensure diligent verification of all

² NBA-NEC Resolution: National Secretariat Restructuring, dated 25 November 2010, para (c).

the facts contained in this report, this atmosphere of fear could also naturally have affected the extent of what we could discover or find.

2.10 Finally, the work of the Committee also suffered from an appearance of funding constraints. For the most part, members funded their own participation in the work of the Committee. The NBA Secretariat kindly provided support for one of the meetings of the Committee. It was impossible, for instance, to secure budgetary support for fuller consultations with a cohort of identified senior leaders of the Bar whose inputs, the Committee felt, would have enriched its work. However, through the deployment of a mixture of both serendipity and electronic communications, the Committee was able to extract helpful contributions from some of these Bar leaders.

2.11 Notwithstanding these constraints, it is our considered view that the materials generated through the methods outlined above and our analyses based on them provided the Committee with ample material on the basis of which this report has been developed.

3. BACKGROUND, CONTEXT AND DIAGNOSTICS

3.1 This section sets out, as much as we have been able to make out, the background to the establishment of the NBA Secretariat and to the work of this Committee. As pointed out in an earlier section of this report, a coherent story of the NBA Secretariat and, indeed, of the NBA, does not exist. The narrative below has been developed with the assistance of the records and recall made available to the Committee. On the whole, while there has been considerable growth in the role of the Secretariat over the past decade, it is also clear that the NBA Secretariat is severely under-capacitated, with an unclear mission, an insecure future, and hugely unrealized potential. For the most part and despite promises of Secretariat reform by successive Bar administrations, it is clear that members of the NBA and much of the leadership have treated personnel of the Secretariat as instruments to be exploited or burdens to be

tolerated rather than as the principal tools for guaranteeing an effective Bar.

3.2 By way of a background, the evolution of the National Secretariat of the NBA is of relatively recent origins. The Constitution of the NBA itself confuses the Secretariat with the National Headquarters. Article 2 of the NBA Constitution headed “Head Office/National Secretariat”, provides: “The National Secretariat of the Association shall be situated at the Federal Capital of Nigeria, provided that the Association may maintain liaison offices in other towns as the National Executive Committee may decide from time to time.” This provision pertains to the headquarters of the Association.

3.3 There is, however, an essential difference between the headquarters and the Secretariat as reflected in this report: while the headquarters is a location, whose designation is required by company law and the constitution of the NBA, the Secretariat is a service organ of the Bar, the justification for whose existence comes from the need to ensure the best possible standards of service to members and professionalism in the management of the affairs of the Bar. The two can be located in one place but service quality, rather than location is the defining characteristic of the Secretariat. The Secretariat can operate from the Headquarters or such other places as the NBA may determine.

3.4 The designation of the Secretariat by the NEC of the NBA as “the ‘engine house’ of the organization” does not advance the important business of clarifying the mission or mandate of the Secretariat. Article 13(3) of the NBA Constitution requires that the General Secretary of the Association shall, under the “overall direction of the President.... be in charge of the National Secretariat.” It is not clear from this what being “in charge” means. Potentially, this could set up multiple tensions between the senior elected leadership of the Association and the Secretariat.

3.5 The origins of the Secretariat as a service organ of the NBA are poorly documented. It seems certain that this Secretariat was first conceived and established under the Presidency of Alao Aka-Bashorun in 1989-90 and operated from the premises of the NBA's National Headquarters in Lagos. To ensure that it functioned effectively, Alao Aka-Bashorun persuaded Mr. Gbemiga Abegunde, then Chair of the NBA in Kaduna, to re-locate to Lagos and become the pioneer head of the Secretariat with the designation "Administrative Secretary". The number of lawyers on the Roll of the Bar in Nigeria at this time was less than 20,000.

3.6 Mr. Abegunde was tragically killed in an auto-accident in 1991. Another head of the NBA Secretariat, Mr. Charles Onichabor, was also similarly killed in another accident in 2006. Neither was insured by the NBA.

3.7 In 1992, the NBA went into a hiatus as a result of reasons beyond the remit of this report. However, since the re-birth of the NBA in 1998, the Secretariat has been a re-current issue in the growth of the Bar. In particular, since 2004, the reform or transformation of the NBA Secretariat has been a recurring campaign platform for all winning NBA Presidency and General Secretaryship candidates. The exact content of the promised reform has not always been clear but the popular appeal of this issue as an electoral platform in the NBA suggests that the voting Bar instinctively links improvements in the Secretariat to effective service delivery to the membership of the Bar.

3.8 At the beginning of 2006, the NBA Secretariat had ten members of staff including its head. Beside him, the other staff comprised two graduates, with accounts and administrative responsibilities, and seven other staff none of whom was educated beyond secondary school level. The Secretariat at this point was not involved in any form of programming and did not offer any value added services to members. For all purposes, it merely serviced the meetings and movements of the leadership of the NBA.

3.9 From this baseline, the Secretariat has grown in the scope of its responsibilities, the number of its staff and the relative costs of its maintenance. In October 2012, the NBA Secretariat had 46 staff and ran a monthly personnel budget of N3,791,000 or an annual personnel budget of N45,492,000, translating into an annual average per staff of N988,956.52 or a monthly average per head of N82,413.04. Additionally, the annual operational Imprest of the Secretariat is N6 million, which translates into a monthly Imprest of N500,000.

3.10 Of the 46 staff, excluding the Executive Director, 23, including four in that work on different aspects of information, Communications and website,³ are programme or professional staff. 22 others are support staff. This translates into a gearing or ratio between professional and administrative staff of one-to-one, indicating that the NBA is very bottom-heavy and quite far from where it needs to be in terms of optimizing operational and management efficiencies within its reach. Of the 46 staff, only one had a post-graduate degree (in law), 17 others were lawyers, eight had other degrees or Higher National Diploma (HND), two others were undertaking programmes of study leading to the award of a degree and another two had Ordinary National Diplomas (OND). The remaining members of staff had different forms of basic educational qualifications, including at least five who had secondary school qualifications only and another five with only primary school qualifications.

3.11 In September 2005, the NBA established an office in Abuja but retained its headquarters in Lagos. Over the next half-decade, beginning 2006, the organization increased the visibility of its work in Abuja. As a constitutional mandate, the NBA's constitution requires it to maintain its headquarters in Nigeria's Federal Capital. In 2006, following the death of its then Director of Administration, Charles Onichabor, the NBA appointed Osita Okoro, Esq., as the new Director of Administration to head its National Secretariat and re-designated the position as "Director of

³ These include a Librarian, one Communications Officer, a Systems Administrator and a Website Administrator.

Administration” otherwise known as “DA”, in accordance with the then extant NBA Constitution.

3.12 In 2010, the NBA required the DA to re-locate from Lagos to Abuja and designated its office in Lagos as a liaison office. Progressively also, Abuja became the service Secretariat of the NBA. While this Committee was still in operation, at the end of September October 2012, the NBA closed its liaison office in Lagos and gave all staff in the Lagos office one week to opt to re-locate to Abuja. At this time, there were about 15 members of staff in Lagos. Three of them chose not to re-locate in these circumstances and promptly resigned.

3.13 Prior to this, in 2009, with part funding provided by UNICEF, the NBA Secretariat engaged six young lawyers to function as Liaison Officers, one for the Bar in each of Nigeria’s six geo-political zones. However, following the loss of the funding in 2011, the NBA terminated these Liaison Officers.

3.14 As a complement to these developments, from about 2007, the NBA also began to evince growth in the footprint of its services, even if incoherently. By 2007, participation in the NBA was structured along three different Practice Sections (Section on Legal Practice, SLP; Section Business Law, SLP; and Section on Public Interest and Development Law, SPIDEL; respectively); two Institutes (Continuing Legal Education; and Human Rights respectively); and specialized forums covering Women; Young Lawyers; and Lawyers in the Media.

3.15 The Annual expenditure of the NBA has also grown to nearly a quarter of a Billion Naira.⁴ The NBA also began to cultivate and improve on outreach with development and programming partners and strategic philanthropies. Some of the entities that have provided funding to the NBA include the MacArthur Foundation, Open Society Foundations (OSF); and the US Agency for International Development (USAID), and UNICEF.

⁴ This is based on budgetary and expenditure computations provided by the NBA Secretariat.

Combined estimate of grants received by the NBA from these entities in the past half decade is about USD 900,000 or N139.5 Million, translating into an annual average of about USD 180,000 or N27.9 million. On the one hand, these figures show point to the potentials of the NBA to raise complementary resources to expand its programming and service delivery. However, these sums also represent a miniscule fraction of the goodwill and fund-raising potential at the disposal of the NBA and are a metric of deficiencies of both vision and capacity that the NBA must address if it is to come close to optimizing its potentials.

3.16 The NBA also grew its partnerships with civil society in defence of the public interest. In 2006-07, the NBA established an Election Working Group, whose initial work was mostly funded out of the organization's budgets. The success of the work of this Working Group attracted partnerships from several civil society partners leading to the establishment in 2010 of Project SwiftCount, anchored by the NBA with five other leading NGO coalitions, including the Transition Monitoring Group (TMG).⁵ SwiftCount was mostly funded by the USAID through the National Democratic Institute (NDI), with a reputed grant to all the partners of about \$5million.

3.17 The NBA Secretariat is supposed to provide coherence and backbone by way of programming, personnel and continuity in servicing the various organs, branches, Practice Sections, Institutes, and Forums of the organization, ensuring the evolution of effective partnerships between the NBA and various constituencies that it must work with, and ensuring that members of the NBA receive services which justify their loyalty and earn their continuing involvement in the activities of the Association.

3.18 In its 2010 decision, the NEC of the NBA decided that the service Secretariat of the NBA would be headed by an appointed Executive

⁵ Other NGOs in the SwiftCount coalition included [Federation of Muslim Women Association of Nigeria \(FOMWAN\)](#) and the [Justice Development and Peace Commission \(JDPC\)](#) of the Catholic Church in Nigeria.

Director and comprise six directorates, namely, Administration and Finance; Programmes (Social Justice Initiative); Institute of Continuing Legal Education; Human Rights Institute; Conference and Bar Services; and Franchising and Business Development, to be staffed, in the words of the resolution by “competent members of staff to fill in relevant positions.” Contrary to this decision, however, hires into staffing positions in the NBA have been characterized by cronyism and by an absence of standards or procedures. Staff do not have contracts and directorates did not have clear mandates. In the absence of clear job descriptions, there were no standards or targets with reference to which to measure the performance of staff. At the end of 2011, and acting under the authority of the 2010 decision of the NEC, the President of the NBA re-designated the head of the NBA

3.19 In October 2012, the NBA President rationalized the number of Directorates reducing them from six to four, namely: Membership and Bar Services; Finance; Programmes; and Conference and Events all under an Executive Director. Under this rationalization, Discipline and Communications have now been brought under Bar Services; the Institute of Continuing Legal Education and the NBA Human Rights Institute have been integrated into the Programmes Directorate; an International Affairs Unit has also been added to the Programmes Directorate; while Administration and Human Resources have been added to an enhanced office of the Executive Director. An organigram for the NBA Secretariat is attached as an appendix to this report.

3.20 The evolution of the Secretariat has, largely been incoherent, without an underpinning vision as such. Over the period of over two decades since its inception, the Secretariat of the NBA has grown in fits and starts. While its recent development has been somewhat positive, there are also disabling gaps, omissions, and a bewildering lack of adequate standards, expectations and performance metrics. Its roles, growth and ambition have been largely dependent on the will and vision of the President of the NBA. This has created room for a working

environment that can often seem confounding to the point of being simultaneously stifling, abusive and deliberately configured to subvert itself.

3.21 This has created room for mutually contradictory perceptions of the Secretariat in the eyes of the Bar on the one hand and of the staff on the other. On the one hand, the perception of the Secretariat in the eyes of the Bar was summed up by one Senior Advocate who spoke with the Committee in November 2012 as “grossly incompetent”. On the other hand, the working environment in the NBA Secretariat was summed up by staff as one that precludes career prospects and destroys initiative or, in the words of one staff as follows:

The NBA is run on rumours. There is no mechanism to verify rumour from reality. There is no clear organizational structure. You either listen to rumour or you're out of the loop. We found this very confusing but we were used to the confusion. It was the way things were done. You couldn't have done anything to change it. NBA is not a place where you take initiative. You do as you are told basically. You don't do the thinking out of the box thing.

3.22 The extent of this mutual dissonance between the Secretariat and the Bar that it is supposed to serve is troubling. In addition to seeking to fulfill the roles assigned to it in the ToRs, this report, therefore, serves multiple objectives. It seeks to challenge the Bar to:

- (f) define a clear mission for its secretariat;
- (g) guarantee conditions for the performance of the roles of the Secretariat in return for holding staff members of the secretariat accountable to rigorous performance standards;
- (h) eliminate pervasive cronyism and mechanisms for abuse by professionalizing hires, appointments, promotions, discipline, procurements and contracting in the procedures of the NBA (Secretariat);

- (i) identify a programme for upgrading the skills and performance of the Secretariat; and
- (j) Progressively grow the programming, service delivery and revenue potentials of the NBA into the foreseeable future.

3.23 In sum, the Secretariat and its role clearly appear to have evolved over time. Reflecting this evolution, the designation of the head of the Secretariat has also evolved from “Administrative Secretary” through “Director of Administration” to the present “Executive Director”. The designation of an “Executive” Director to head the Secretariat under its present evolution would suggest that the Secretariat has grown from its beginnings as an outpost for managing minor administrative and logistical issues to one with some programming responsibilities, requiring the full attentions of a professional cadre. The nature of the evolution is, however, consistent with the conclusion that it is meant to be coordinated by the General-Secretary as the elected officer of the NBA who oversees the Headquarters Secretariat under the overall executive authority of the NBA President. Within this framework and as the narrative above shows, it is necessary now to define a clear mission for the Secretariat and begin to institutionalize that.

4 RATIONALES FOR PROFESSIONALIZATION OF THE NBA SECRETARIAT

4.1 In this section, we attempt to articulate, based on the insights the Committee received, a set of compelling rationales for transformation of the Secretariat of the NBA through its professionalization.

4.2 The Secretariat underpins and bridges what should be a Service Compact between the NBA and its members. The NBA is an “Association” constituted primarily by members. Although recognized by statute, the NBA is ultimately established in exercise of the right to freedom of association. Every association must offer a unifying value proposition to its members, which will justify their continuing affinity and loyalty to it. At the moment, however, most members of the NBA struggle to answer the question – what is in the NBA for me? When

the Committee asked two different members what the NBA offered them presently, their unanimous response was “frankly? Nothing!”

- 4.3 For most members as well as staff of the Secretariat, the benefits of branch membership and Practising Fees which are the mainstay of our Association are not immediately evident. There is no defining vision or programmatic agenda that offers growth, value added or a competitive existential or professional edge to the members of the NBA or effective platforms for involvement outside the politics of Bar activism. The absence of a defining value proposition is an existential threat to the NBA and to the effectiveness of a Secretariat. If any other organization or entity can rise to offer to members of the NBA a unifying promise of professional growth or edge, the NBA as we know it could become history. Put differently, there is no room for complacency and we cannot take the continued existence of the NBA for granted. To avoid this possibility, the leadership of the NBA must define a value proposition for our members and, in the Secretariat, evince a programming capability to ensure the realization of this promise. This service compact and value proposition should be defined by the elected leadership and approved by the policy making organ of the NBA in the NEC.
- 4.4 By articulating a service compact and coherent value proposition, the NBA will, simultaneously, define standards of service delivery that the Secretariat must meet. At present, no such service delivery standards exist. Without them, it is not possible to measure or assess the performance of the Secretariat or its personnel meaningfully.
- 4.5 Secretariat transformation and professionalization is also necessitated by the changing demographics and footprint of the Bar as well as by the transformations in information and communications technologies (ICTs). When the Secretariat was first established in 1989/90, there were just over 15,000 lawyers on the Rolls of the legal professional in Nigeria, access to the Bar was serviced by one vocational education

institution in the Nigerian Law School in Lagos and annual intake into the profession was no more than 1,500 lawyers. The Bar was still mostly run by part-time volunteers and activists who could combine their interests in the Bar with their professional life without doing damage to either. The methods of interaction were still through personal contact. Since then, the population on the Rolls of the Profession have grown to nearly 100,000; annual intake into the profession now about 500% relative to 1990 numbers or about 6,000; the branch network now numbers 100 branches across 36 States and the Federal Capital; and the Nigerian Law School now has six campuses, one in each geo-political zone of Nigeria.⁶ The footprint of the profession has also become more complex. These growth numbers now dictate a more impersonal, service-oriented Bar based on the highest standards of professionalism and making the best use of the service delivery platforms available, including ICTs. The NBA must develop business and growth models to match the changing demographics of its membership and customer-base.

- 4.6 If it is able to address this, one major benefit of Secretariat transformation will be to radically transform the revenue base and earnings of the NBA in at least three ways. First, the revenue streams of the NBA will increase. Presently, the principal revenue comprise Practising Fees, the Annual Conference, grants and donations. There are presently no revenues from such obvious sources are franchising and licensing, membership services or premium services. Bequests are also very limited. Second, it is easy to increase the size of the NBA's revenues and budgets and with that, to grow its service delivery capabilities and membership skills. The improved revenues can be invested in turn in transforming the skills of the members. At present, many of the revenue sources are evidently grossly under-subscribed because of absence of service delivery capabilities. Thirdly, the growth of independent revenue sources will improve the independence of the Bar and the legal profession, curtailing or eliminating the present

⁶ The Campuses of the Law School are in Abuja, Enugu, Kano, Lagos, Yenagoa, and Yola

- tendency of the Bar and its leadership sometimes to contract potentially problematic relationships with politically exposed persons (PEPs) who sometimes have partisan interests in compromising an independent Bar.
- 4.7 Furthermore, a professionalized Secretariat is necessary to guarantee effective planning and management and continuity in programming; the legacies of successive Bar administrations; and as the memory and archives of the Bar. It is the only way to guard against the disabling discontinuities that presently afflict the NBA and its work.
- 4.8 A professionalized Secretariat should also diminish the exposure and potential liabilities of the NBA with respect to procurements, contracting, and compliance. As is shown elsewhere in this report, the NBA is currently failing in all of its statutory compliance obligations in such areas as taxation, health insurance, other aspects of insurance protection, pensions, and labour laws, with potential liability exposures running into quite significant millions. As the leading professional organization and the principal advocate for the Rule of Law in Nigeria, this is an untenable position for the NBA. The NBA, therefore, has a pecuniary and business interest in professionalizing its Secretariat.
- 4.9 For the leadership of the NBA and leading lawyers, a professionalized NBA Secretariat must also be seen as a contribution to human capacity development at the Bar, to replacing themselves and to guaranteeing a consistent supply of capable lawyers to take over from the current leadership way into the future. The NBA Secretariat should, therefore, be a place to provide services and standards of the highest quality, enabling those who work in it to receive mentoring of the highest levels. This human capacity development dimension of the NBA Secretariat must be seen and enhanced as an essential element of its role.

5 FINDINGS

5.1 This section summarizes the major findings by the Committee based on information received and processed by it. We have organized these findings under convenient heads for ease of presentation.

5.2 **NO CLEAR ROLE OF SECRETARIAT:** There is no clear articulation of the functions and roles of the Secretariat or of a vision to underpin its operations. This lack of clear roles for the Secretariat, with the consequences summarized later in this section precludes the NBA from attaining its potential as the foremost Bar institution in Africa. Different staff testified that without such a vision, the work of the Secretariat was often “scattered”, “not structured”, and took place “without any clear expectations”. Its role has often depended on the will and vision of succeeding Presidents of the Bar. The clear pattern is that the loyalty of staff is to successive NBA Administrations not necessarily to the Association as an entity. It is not clear whether the Secretariat and its personnel are an agency of the Bar or an agency of each succeeding leadership of the Bar. Some of the consequences of this lack of clarity include the following:

- (a) staff have in the past been deployed in aspects of administration of NBA electioneering that could potentially compromise their independence and professionalism;
- (b) elected officials were alleged to have on more than one occasion in the past instructed staff to take steps which appeared potentially designed to compromise the integrity of the Bar’s professional disciplinary process or aspects thereof;
- (c) mechanisms of accountability within the Association are largely non-existent. In particular, important instructions concerning the work of the Secretariat are transmitted orally or informally and this is accepted as standard procedure, with the result that record keeping and an institutional memory are discouraged or frowned at. Records of NEC decisions and of policies do exist only in the minutes of NEC which are not always easily accessible. For an organization in

which precedent and traditions matter a lot, the NBA Secretariat lacks an easily accessible memory of where it comes from and of its previous or recent work or decisions.

5.3 NO CURRENT SCOPE FOR PROFESSIONALISM: The absence of articulate role for Secretariat has undermined professionalism and reduced working in Secretariat to what one member of staff called “survival of the fittest”. The consequences of this from the evidence we received are multi-dimensional. For instance:

- (a) The role of the Executive Director of Secretariat is un-defined and unclear. Executive Director has no tenure, contract, performance indicators, deliverables or performance based incentives for improvement on the job. In the absence of performance parameters and a role for the Secretariat that he leads clearly articulated and understood, the ED is reduced to a survivor or another “NBA politician”. This serves morale at the Secretariat quite poorly.
- (b) Staff have no contracts, no job security, no job specifications, and no deliverables attached to their positions. Staff development is non-existent, disorganized, and whimsical. There is also no clear career path or promise to staff.
- (c) Reporting and communications channels were not clear; relative authority in the Secretariat appeared to be determined with reference to who or what source of influence brought in different staffers in or perceptions or closeness, access or propinquity to elected officers of the NBA, with the consequence that senior officers of the Secretariat sometimes appeared to feel undermined in their authority.
- (d) There are also no professional expectations and no articulate investments in staff development. Promotions and increments take place without a clear process of assessments, appraisals or reviews, leading to resentments and inarticulate grievances. Some staff cited the example of payment of “Housing Allowance” to a few staff but not to most or all. The existence

of this payment or the conditions for access to it were not indeed known to most members of staff. The impression was thus created that this was a favour or privilege available for undisclosed services.

- (e) Morale is abysmal among NBA Secretariat personnel; compensation levels are poor; perceptions of unfairness and discrimination in remuneration, discipline and compensation are pervasive among staff; staff lack access to most basic instruments of work. Unsurprisingly, staff retention among skilled personnel is low.
 - (f) In the absence of clear relationship between skill, input, output, performance, delivery, and job specification, there is an absence of a team ethic in the Secretariat.
 - (g) In the considered opinion of the Committee, the NBA does not pay a living wage to most of its personnel. The levels of staff compensation seem designed to leave staff on the margins of dependency and destitution, encouraging them to pervert the mechanisms and processes of the Association into avenues for subsistence.
- 5.4 **ABUSIVE WORKING ENVIRONMENT:** The Committee found considerable evidence of a failure or lack of commitment to building a caring, professional or productive working environment. On the balance, the evidence we received persuades us to the conclusion that the industrial environment in the NBA Secretariat is institutionally abusive. For instance:
- (a) There was a pattern of credibly attested allegations of work-place bullying, abuse and sexual harassment, intimidation and exploitation, with no mechanisms of work place recourse. Staff severally reported being shouted at and called names, including “fool”, “stupid”, “silly”, “idiot” or worse.
 - (b) There is no planning and there are no policies on basic things such as work-place safety; maternity care; etc. The Committee also received credibly attested allegations of young, nursing

members of staff abused or reduced to tears or ordered brusquely out of the office for bringing their babies to work on days that they had child-minding difficulties.

- (c) Staff re-located from Lagos to Abuja in October 2012 were given a mere one week to move with no transport or re-location or housing assistance despite notorious difficulties with wellbeing in Abuja.
 - (d) On several occasions, more than two un-related, female members of staff running NBA programmes were made to sleep together in one room because no budgetary provision had been made for their basic accommodation and subsistence.
- 5.5 **SEXUAL HARRASSMENT HAPPENS:** The Committee received several credibly attested allegations of forms of sexual abuse and predatory sexual behavior in the work place affecting staff and personnel of the Secretariat. Some staff avoided participation in the NEC meetings because of its reputation as a venue for predatory sexual mis-conduct. There was a perception that married female members of staff suffered because of their marital status. Among many female members of staff, the joke was that "married people are not particularly marketable because they don't make good conference material." "Conference material" in this sentence means an object of sexual gratification. One member of staff told the Committee:

Sexual harassment happens but what can be done about it? The people that do the harassing are people against whom you can't do anything because they are our bosses in the NBA. Who will you complain to without being victimized? You either comply or you survive.

- 5.6 **INVESTMENT IN STAFF CAPACITY IS POOR AND EQUAL OPPORTUNITIES NON-EXISTENT:** Despite the difficulties they face, many of the staff of the NBA Secretariat are loyal to the organization and to their work. The Association can reap major rewards with minimal investment in

their skills, trust in their abilities, and commitment to building a humane and professional institution that affords growth prospects to all who work in it diligently.

5.7 A major casualty of the absence of clear roles for the Secretariat and job description for staff has been staff capacity. The clear perception, evident from the testimonies received by the Committee, is that staff roles are assigned or given not based on competency or some other objective or productivity or skill-based factors. In particular, the Committee found that:

- (a) The Secretariat has no staff development budget, there is no clear sense of what the training needs are and there has been no review of training or skill needs in the Secretariat. Among staff, the sense is that even if such needs were to be developed, access to training under the present management system in the Secretariat would not be fairly determined.
- (b) Staff lacked capacity in many respects even where they evidently had considerable potential.
- (c) Skill support and enhancement in the form of training is neither consistently provided for nor accessed on the basis of need.
- (d) There are no criteria or consistently applied procedures for determining which staff are sponsored to trainings or professional meetings, including the annual conference of the International Bar Association (IBA). The Committee received credible bases for concluding that, on some occasions in the past, selection of staff for sponsorship to IBA meetings took place on the basis of reasons un-connected to their professional development or the needs of the NBA.
- (e) Some professional staff of the Secretariat have been precluded from participating in even NBA-organised meetings, such as the Annual Conference.
- (f) The practices with respect to equal opportunities and diversity issues were found to be clearly unsatisfactory. In some cases, staff had been moved across departments and re-designated in

several successive years with no reasons or justification and with no effect on their remuneration.

- (g) In many cases, the clear perception is that employment and promotion was not based on equal opportunity but affinity, familiarity and networks.
- 5.8 We do not consider it within the remit of the Committee to pronounce on the rightness or wrongness of these perceptions of unfairness and associated abuses, such as cronyism and arbitrariness within and around the NBA Secretariat. The fact that they do exist on a pervasive scale is significant, however.
- 5.9 **ICT ENVIRONMENT IS DESPERATE:** The ICT environment of the Association is poor and in desperate need of enhancement. In particular:
- (a) The website of the NBA is basic, with little memory, no interactivity and no security.
 - (b) The Digital Bar Initiative (DBI) has received little traction and is under threat of being derailed. More than one year after its roll-out, the planned electronic capture of the membership of the Bar has met with minimal uptake, merely registering no more than 25% of the estimated population on the Rolls.
 - (c) There are no intranet facilities in the Secretariat and intra-office communication often involves avoidable locomotion and noise.
 - (d) There is no secure, central or shared electronic filing system and document portability is very limited, leading to considerable loss of transaction time.
 - (e) Paper filing systems in the NBA are disorganized and there is no systematic archive.
 - (f) There are no budgetary allocations for the upgrading of the ICT environment.

5.10 LACK OF ATTENTION TO SAFETY AND WELLBEING: Lack of attention to safety and wellbeing in the NBA Secretariat constitutes a major hazard to the lives of those who work in it and a potential source of huge liability to the Association. Among many examples of such safety failures brought to the attention of the Committee:

- (a) Drivers (Transport Officers) are made to loiter on the premises without any place to rest despite the stressful work that they do. Drivers are also employed without sight tests and are not required to undergo any regular or periodic review of their eye sight. These failures could have safety consequences for the officials of the Association whom they drive.
- (b) The NBA does not undertake fire or any safety drills; staff lack basic First Aid skills; and there are no safety equipment like fire extinguishers, safety blankets and fire exit signs within the Complex of the NBA.
- (c) Sometime in 2011, the NBA liaison office in Victoria Island, Lagos, suffered a fire incident during working hours, forcing all staff to escape from the premises. The fire was successfully put out by staff and volunteers in the neighbourhood but requests by the staff subsequently to provide the premises with fire extinguishers went un-acknowledged by the Management.
- (d) the NBA headquarters building housing the Secretariat and its contents are uninsured and the organization may be unable to afford the cost of replacement should the building, for instance, suffer an electrical fire or other accident;
- (e) mechanisms of personnel welfare, such as staff co-operatives or staff unions do not exist at the NBA Secretariat and we found no evidence that the Association had adverted to these issues as a matter of policy;

5.11 DIVISION OF LABOUR BETWEEN SECRETARIAT AND BAR COMMITTEES UNCLEAR AND UNSATISFACTORY: There is no clear division of labour between the Secretariat and the NBA Committees. As a result, the

relationship between the various Bar Committees and the Secretariat appeared to be characterized quite often by competition and mutual suspicion rather than collaboration and mutual support. In particular the Committee received many credibly attested allegations of suggesting that:

- (a) Bar Committees sometimes felt that the Secretariat was too unskilled and parasitic to be supportive and Secretariat personnel sometimes perceived Committees as self-serving;
- (b) Bar Committees were sometimes perceived as mechanisms of patronage for the advancement of the careers of their members rather than as vehicles to advance the best interests of the Bar as a corporate entity;
- (c) Bar Committees existed at the expense of investments in human and skill development in the Secretariat and the Secretariat denies Bar activists opportunities for patronage.
- (d) Complementarity between Secretariat and committees both unexplored and undermined and, as a result, continuity of memory is absent in much of the NBA's work.

5.12 MULTIPLE FAILURES OF STATUTORY COMPLIANCE POTENTIALLY EXPOSE THE NBA TO CONSIDERABLE LIABILITIES: The NBA does not comply with basic laws governing employers with its staff size. For instance the NBA:

- (a) does not pay taxes nor have any provisions on staff compliance with taxation laws;
- (b) has no health insurance for its staff, contrary to the National Health Insurance Act;
- (c) makes no provisions for nor does it contribute to any pensions for its staff, contrary to the Pensions Reform Act; and
- (d) has no insurance cover for its premises or staff in line of duty.

5.13 Potentially, these compliance failures expose the Association to considerable liabilities and embarrassing reputational damage through possible enforcement measures in both criminal and civil laws.

5.14 **ARBITRARINESS IN NBA SECRETARIAT AFFLICTS CREDIBILITY OF PROFESSIONAL DISCIPLINE:** The processes of professional discipline in the legal profession in Nigeria are afflicted with and undermined by the dysfunctions of the Secretariat. Specifically, the Committee received credibly attested allegations and testimonies indicating among other things that:

- (a) In the past, some complaints have been subverted through administrative instructions; and
- (b) Interested elected officers can and have been known to instruct staff to “kill” complaints by removing them administratively from the process, not transmitting complaints to the necessary institutions, pre-empting processes of consideration of complaints or simply writing dispositive letters claiming that complaints against favoured persons do not disclose any case.

5.15 **PLANNING, PROCUREMENTS AND ACCOUNTING UNSATISFACTORY:** Management of budgets, accounting and procurements in the NBA Secretariat is rather perfunctory and slipshod. Planning is non-existent or, where it exists, is very short term and with little consideration for efficiencies or effectiveness. There appeared to be no effective mechanisms to eliminate conflicts of interest. Accounting procedures appear lax and not firmly or fairly enough applied. There is no clear financial procedures in place to govern transactions. There are credible testimonies that this disorganized financial system was unable to detect or prevent any mis-application of NBA resources in the past.

5.16 **SUB-OPTIMISATION OF REVENUE POTENTIAL:** Reflecting the shortcomings of the Secretariat and an absence of a service compact

with the membership, the revenue potential of the NBA is sub-optimised. In particular, the NBA has failed abysmally to invest in the growth of its revenue potentials and, as a result, has become dangerously dependent on big envelope donations from PEPs who are now potentially in a position to dictate the organization's programmes or interfere in its processes. As evidence of this sub-optimal situation:

- (a) The most informed estimates put Practising Fee receipts at not more than 20% of accruable revenue.
- (b) The liaison office of the NBA in Lagos (South-West), which could be a hub for membership development, services and revenue generation for the NBA covering about two-thirds of lawyers in Nigeria has recently been closed.
- (c) The NBA does not have an electronic payment platform and all revenue yielding transactions with the Association involve time-consuming trips to the Bank;
- (d) Marketing and franchising revenue from the NBA brand is non-existent and counterfeits of products featuring the NBA's intellectual property are routinely marketed at NBA-organized events without consequences.

6. RECOMMENDATIONS

6.1 This section sets out the recommendations on how to professionalize the NBA secretariat and the necessary actions needed to address the challenges and optimize the opportunities identified in this report. It proceeds from the premise that urgent and decisive actions devoid of political gamesmanship is needed to save the NBA from going into irrelevance, repair the image of the organization and reposition the secretariat to be able to support a 21st century Bar association. Nothing short of a total re-set will do. Among other things, there needs to be:

- (a) an articulation of a coherent and convincing foundational vision to underpin both leadership at our Bar and the work of the Secretariat;
- (b) the institutionalization of a value proposition embodying a service compact between the Bar and its membership;
- (c) the cultivation of a disposition to professionalise the Secretariat of the Bar for effective service delivery;
- (d) change in attitude on the part of members of the Bar; and
- (e) above all, political will to make hard decisions.

6.2 Re-setting the levers of the Secretariat is not a choice but an existential necessity that goes to the essence and substance of the NBA's *raison d'être*. In particular, we are recommending the following actions and steps:

6.3 **DEFINING THE ROLE OF THE NBA SECRETARIAT:** One fundamental flaw identified with the current state of affairs at the NBA is that the role of the Secretariat is not defined, its place in the organigram of the NBA is not clear and consequently its functions are not easily identifiable. It has taken over the years *ad-hoc* roles at the whims of the NBA leadership in any given dispensation. On this identified challenge, it is the recommendation of the Committee that the NBA should:

- a. Constitutionally guarantee the existence and functions of the NBA Secretariat as an essential organ of the organization, in addition to the Annual General Meeting, the NEC, and the Body of Elected Officers. To ensure accountability to the general body of members of the NBA, the Secretariat shall operate under the supervision of the National Secretary and the overall executive authority of the President with very clear mandate in terms of the scope of its functions. A draft amendment to the Constitution is attached as an appendix to this report.
- b. Retain the services of consultants to work with the staff of the Secretariat in designing a strategic plan of action for the NBA

secretariat for a minimum period of three years with clear goals, objectives and target set out. Measurable indicators must also be developed as benchmarks for assessing the effectiveness of the NBA Secretariat in meeting this target;

- c. Insulate the NBA secretariat and its staff from electoral and political processes by ensuring the clear and proper contracts for all staff of the NBA, clear and measurable processes and indices for staff remuneration and promotion; some level of programming autonomy for the secretariat to ensure continuity of programming and also build confidence within the funding and philanthropic communities, and continuity of both memory and programming irrespective of change of regimes in the NBA; and
- d. To compel renewal and growth, introduce tenures for the Executive Director and all Directorate-level Staff of the NBA Secretariat. All Directors should be contracted for a term of not more than five years renewable only once subject to satisfactory appraisal and positive recommendation by the AP&G Committee.

6.4 DEVELOPING A FRAMEWORK FOR PROFESSIONALISM: In the absence of any meaningful structure within the secretariat, professionalism is undermined as well as resourcefulness. Staff recruitment is arbitrary, staff duties are incoherent and staff incentives non-existent. In developing a functional professional Secretariat, the Committee recommends the following:

- (a) Establishment of a new Human Resource and Compliance Unit within the NBA Secretariat with responsibility for standardizing and managing internal human resources needs and practices going forward and ensuring compliance with the legal and statutory obligations of the NBA;
- (b) Establishment and adoption of a Conflicts of Interest Policy for the NBA and all its organs, including, in particular, the secretariat.

- (c) Development of a human resources manual that complies with the standards of Nigeria's labor and human rights laws. In particular such a manual must have:
- clear provisions on fair recruitment practices founded on equal opportunities
 - minimum benchmarks for conditions of service;
 - clear provisions on performance appraisals and assessments, promotion, and fair disciplinary procedures
 - duties and obligations of staff
 - Clear provisions of staff entitlements and privileges
- (d) Articulation of job description for all staff at the NBA that is clear, measurable and practical under clear contracts;
- (e) articulation of minimum qualification/experience for each position at the NBA to ensure that candidates who occupy these positions are competent enough to perform their duties
- (f) immediately provide existing staff in NBA with employment contracts that detail their remuneration and other entitlements, clear conditions of service and job description;
- (g) Comprehensive Review of current compensation packages to give staff a living wage. The Committee did not have enough time to develop a framework set of proposals for staff compensation in the NBA Secretariat. This would require the skills of a human resources consultant working with the NBA's new Human Resources Unit.
- (h) Further review of the existing directorates and units within the NBA with an aim of streamlining operations and providing clear benchmarks for evaluation (suggested structure is attached as an annex); and

- (i) Development of evaluation template for staff and projects to ensure productivity and proper oversight on performance.

6.5 ENDING AN ABUSIVE WORK ENVIRONMENT: Verbal and sexual abuse are prevalent at the NBA Secretariat. This dehumanizes its victims, depriving them of the dignity that is essential for professionalism; undermines the integrity of the organization as a vanguard in the protection of the rule of law; and exposes the Association to damaging legal and reputational liabilities. To address these, the Committee recommends:

- (a) The development and launch of a Policy and Code of Conduct on Equal Opportunities and Sexual Harassment (addressing sexual and verbal abuse with clear definitions of what these entail, among others) for staff, National officers, the NEC, all organs of the Bar and members of the Bar in relation to transactions and interaction at the Secretariat and NBA events. This should also be incorporated into the human resources manual.
- (b) Establishment of a standing committee on Appointment, Promotions, and Grievances (AP&G Committee) with clear terms of reference, to which reports related to sexual or other forms of abuses can be made and investigated. The AP&G Committee:
 - Should oversee and appraise applicants and staff respectively for appointments and promotions and recommend suitable ones to the leadership of the NBA for appointment or promotion;
 - Should receive, investigate, consider and determine workplace grievances and complaints;
 - Should report annually to the Annual General Meeting of the Bar; and

- may also be given a mandate to address complaints of workplace harassment affecting lawyers generally, including law firms.⁷

- (c) Enhance the Rules of Professional Conduct in the Legal Profession to recognize predatory sexual behavior as conduct incompatible with the status of a legal practitioner; and
- (d) Provide strict penalties for proven cases of sexual harassment, adequate compensation mechanisms and investigative processes that respect the dignity of victims and the rights of staff, officers or members of the NBA accused of such conduct.

6.6 ENSURING COMPLIANCE WITH STATUTORY OBLIGATIONS: The NBA currently is in breach of various statutory obligations for which the organization as a corporate entity and its leadership can incur significant liability both on criminal and civil action. To address this challenge, the Committee recommends:

- (a) Immediate steps to ensure compliance with relevant tax laws by making necessary withdrawals from staff salary and remittance of same to the FIRS.
- (b) Immediate steps to comply with the Pension Reform Act, involving, if necessary negotiations with and advice from the Pensions Commission and designation of appropriate agencies to manage the pension deductions affecting all staff of the NBA.
- (c) Verification of any outstanding obligations to staff and a global settlement with staff on how to offset this liability in accordance with relevant laws;
- (d) Immediate steps to ensure compliance with the National Health Insurance Act with respect to access to basic medical care for its staff;

⁷ Our profession has become notorious for workplace harassment of juniors, especially females. This Committee believes this is an opportunity to acknowledge and address the culture of sexual abuse within the legal profession in Nigeria.

- (e) Engaging or designating staff with primary responsibility for First Aid within the Secretariat and ensure that the designate staff persons have adequate minimal skills to fulfill this role;
- (f) Adopting and instituting policy and practice to ensure compliance with labor laws with respect to maternity care for nursing staff and access to minimal paternity care for young fathers on its staff on the basis of equal opportunity and non-discrimination.
- (g) Setting a deadline for ensuring threshold compliance with all these obligations not later, in any case, than July 2013. Thereafter, compliance can be domiciled within the functions of the Human Resources and Compliance Unit; and
- (h) Establishment of a budget line with clear adequate financial provisions for these in the annual expenditure of the NBA

6.7 ENSURING SAFETY AND WELLBEING: The importance of safety and wellbeing in the work place cannot be over emphasized. Outside the issue of protecting lives and property, it raises the issue of civil and criminal liability. To address this challenge, we recommend:

- (a) Immediately insure the building housing the National Secretariat and the contents therein.
- (b) Develop an evacuation protocol for the building and also ensure regular fire and safety drills for staff.⁸
- (c) Install necessary emergency equipment within the office like fire extinguisher and alarms to ensure adequate counter-measures in case of emergency.
- (d) Ensure periodic and regular sight and health tests for all Transport Officers employed by the NBA.;

⁸ The Fire Brigade provides safety and fire prevention reviews, advice and training. The NBA Secretariat can liaise with the fire Brigade to secure these services for the Secretariat.

- (e) Ensure access to smart and basic uniforms for all Transport Officers employed by the NBA;
- (f) Provide a work space in the NBA Secretariat for the use of the Association's drivers or transport officers when they are not driving; and
- (g) Take out a policy of insurance covering all elected officers and staff of the NBA Secretariat with respect to their lives and accidental injury during the duration of their tenure of office or work with the Association.
- (h) Establishment of a clear budget line with adequate provisions to cover the costs for these in the annual expenditure of the NBA.

6.8 ENTRENCHING CREDIBLE FINANCIAL PROCESSES: Current financial and procurement processes in the NBA Secretariat leave much to be desired. The system undermines accountability, encourages misappropriation and sustains cronyism and graft. There are no procurement guidelines and apparently the auditing oversight seems mainly perfunctory. Shortchanging this kind of system does not require skill or imagination. In addressing these challenges, the Committee recommends the following:

- (a) Working with industry experts, the NBA should immediately commence the development of a financial and procurement manual which meets basic international best practices and local statutory requirements.
- (b) Strengthen the staff strength of the financial department and ensure that very competent individuals man this very sensitive directorate. In particular the financial directorate should be headed by a chartered accountant with at least 10 years of experience.
- (c) Consider engaging the services of a new auditing firm given the perennial failures and controversies associated with the management of NBA's accounts and audits; ; and
- (d) Separate and ring-fence programming (donor) funds from the general account of the organization.

6.9 **OPTIMIZING REVENUE POTENTIALS:** For an organization as big as the NBA, the amount of revenue it currently generates is deeply sub-optimal. As has been pointed out in our findings, the various avenues that the NBA can explore in optimizing its revenue have not been tapped. This state of affairs requires careful planning and strategic implementation. We recommend the following:

- (a) The development of a business development plan for the NBA (Secretariat) with the assistance, if necessary, of outside expertise.
- (b) Restructuring of the NBA website to make it interactive, informative and with potentials for electronic payment;
- (c) Strengthen the Business Development Unit with competent staff with relevant skill set for their peculiar duties;
- (d) Adopt clear guidelines, calendar and targets from diversifying the NBA's revenue streams and protecting the NBA's intellectual property. Within this framework, the NBA should either prohibit counterfeit NBA-branded products from its venues and events or license and earn revenue from the sale of such product. Accordingly, pro-forma licensing and franchising agreements should be adopted.
- (e) Institutionalising membership services as a revenue growth mechanism for the NBA. Accordingly, the Association should consider establishing liaison mechanisms in each of the six geo-political zones of the country. Such liaison mechanisms should be funded entirely by the NBA from the growth in revenue linked to enhanced membership services.
- (f) Most importantly, the ability of the NBA to leverage funding or optimizing its potential depends largely on the way it is perceived. Such perception can only be positive if the recommendations outlined in this report are carefully and diligently implemented

6.10 **MAKING THE SECRETARIAT WORK:** Beyond the necessary steps outlined under this recommendation. It is important that the Secretariat of the NBA and its staff are first of all seen as assets to be grown rather than as liabilities to be tolerated. It is clear from the the submissions and feedback received by the Committee from both staff and Bar leaders that the Secretariat staff are neither valued nor respected. This state of affairs must change for the Secretariat to work and bring value to the Association. A shift in attitude will provide the necessary incentive and commitment to ensure that these recommendations are implemented. Further to this, the Committee further recommends:

- (a) Capacity building for staff with a structured plan and clear timeline. This can be done in collaboration with development partners and other established NGOs within and outside Nigeria.
- (b) Exchange program with other key regional and international organizations. National officers should also be included in this kind of program to improve their understanding of third sector institutions.
- (c) The adoption of clear guidelines and criteria for access to programmes on the bases of fairness, need and relevance to the NBA.
- (d) Establishment of a budget line with adequate financial provisions to support training and staff development in the annual expenditure of the NBA Secretariat.
- (e) Establishment of a Residency Programme or Fellowship to create an interface between different strands of the profession and encourage senior practitioners or academics to undertake exchange programmes with clear duration and deliverables at the NBA Secretariat, and
- (f) Establishment of an Internship Programme to encourage young or intending lawyers to acquire threshold introduction into the legal profession through organized mentoring at the NBA Secretariat.

6.11 GIVING THE NBA A SERVICEABLE INSTITUTIONAL MEMORY: Institutional memory is important for continuity and informed decision making in the NBA. The practice of informal decision making and absence of records or memory promotes arbitrariness and lack of accountability. This must end. Accordingly, the NBA should:

- (a) Create a digital and electronically searchable record of all decisions of the NEC which should be available to staff of the Secretariat, all elected officers and members of the NEC.
- (b) Ensure that decisions of the NEC, the Annual General Meeting and all other organs of the NBA are available in electronic format.
- (c) Ensure that proper records or minutes are kept of all directives requiring the application of institutional time, resources or personnel and train staff to insist on having administrative instructions recorded as a pre-condition for compliance.
- (d) Create and maintain an archive as part of the Library in the NBA headquarters.
- (e) Create or designate a shared memory area for important documents in the Server at the NBA's National Secretariat and ensure that staff and elected officers are trained with the requisite skills and access codes to enable them use these as may be required.
- (f) Gear itself up to ensure compliance by committed example with the Freedom of Information Act and, for this purpose, invite members of the NBA who have the requisite skills to offer advisory and other services in ensuring that the NBA achieves leading edge compliance practice in this area; and
- (g) Invite a competitive bidding by interested Nigerian academics to undertake research into and write an authorized history of the NBA.

6.12 TRANSITIONAL RECOMMENDATIONS AND MONITORING : The implementation of these recommendations will not begin overnight. Gearing up the NBA, its leadership and staff to undertake any combination of these measures will take some preparation. Measures

will need to be sequenced depending on several factors including costs, skills and synergies. To facilitate this process, the Committee further recommends:

- (a) All staff should be given contracts before the end of the first quarter of 2013. Contracts should be for a term or duration which may be renewed subject to satisfactory appraisal;
- (b) Staff contracts should be accompanied by job descriptions, with performance outlining clear expectations and deliverables for each staff and also indicating the mechanisms and processes of appraisal. A baseline appraisal of staff following contracting and job descriptions should take place before the end of 2013. A Secretariat Transformation Group involving the NBA President, the General Secretary, the Executive Director and Heads of the Directorates should be constituted ; this body should meet regularly and would serve as a mechanism to review the work of the entire secretariat.
- (c) The President should constitute a Secretariat Transformation Working Group (STWG) with membership including the director-level staff in the Secretariat. The STWG should be headed or chaired by a facilitator who is not a member of staff or official of the NBA and should have as its main mandate the setting a work schedule and ensuring realization of the schedule for achieving transition to these reforms. The Working Group should report periodically to the President and General Secretary at least monthly.
- (d) A Management Team meeting of the Secretariat should meet weekly to drive the realization of reform targets set by the STWG.
- (e) Heads of Departments or Directorates in the Secretariat should meet regularly with staff in their Directorates to brief them on progress and elicit ideas and participation from them towards the desired outcomes.
- (f) Heads of Directorates and the Staff should develop monitoring Tables on all activities, with dates of expected outcome and remarks; this should be part of staff performance review that should be used for promotion and upgrading.”

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