

Director Duties Guide (CAMA)

Outliers Corporate Governance Centre™ · Guide

Practitioner guide — Director Duties Guide (CAMA).

Audience

Boards, directors & governance professionals

Purpose

Describes why this resource exists and the governance outcome it supports.

Who Should Use It

Board chairs, board committees, company secretaries, non-executive directors, CEOs and governance professionals.

When To Use It

At board induction, annual governance cycles, code-compliance reviews, and ahead of regulator filings.

Governance Context

Aligned to the Nigerian Code of Corporate Governance (NCCG 2018), CAMA 2020, FRC sector codes, and international good practice (OECD, King IV, ICGN).

Step-by-Step Usage Guide

1) Read the purpose. 2) Tailor placeholders to entity context. 3) Circulate to relevant committee for review. 4) Submit to the board for approval. 5) Embed in governance calendar. 6) Review annually.

Board / Committee Approval Workflow

Drafted by Company Secretary → reviewed by relevant committee (Governance / Audit / Risk / Remuneration) → approved by full Board → minuted → uploaded to board portal.

Control & Compliance Considerations

Conflicts of interest declared, related-party transactions disclosed, decisions recorded in minutes, regulatory disclosures filed within statutory deadlines, evidence retained for FRC / sector regulator inspection.

Review Frequency

At least annually, and on any material change in shareholding, regulation, code, or board composition.

Implementation Notes

This is a working template — replace bracketed [PLACEHOLDERS] with entity-specific content. Outliers Professionals can be retained to facilitate adoption and run an independent board evaluation.

Sample Working Table

Item	Owner	Status / Date
[Item 1]	[Role]	[YYYY-MM-DD]
[Item 2]	[Role]	[YYYY-MM-DD]
[Item 3]	[Role]	[YYYY-MM-DD]
[Item 4]	[Role]	[YYYY-MM-DD]
[Item 5]	[Role]	[YYYY-MM-DD]
[Item 6]	[Role]	[YYYY-MM-DD]
[Item 7]	[Role]	[YYYY-MM-DD]
[Item 8]	[Role]	[YYYY-MM-DD]