

Economic Uncertainties, Business Survival, and the Strategic Role of Company Secretaries in Nigeria

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Abstract

Economic uncertainties in Nigeria, driven by inflation, fluctuating exchange rates, and reliance on oil revenues, present significant problems for business organisations. Survival in this volatile environment demands strategic approaches, including cost management, diversification of revenue streams, adoption of innovative technologies, and improved operational efficiencies. Companies must remain agile to adapt to changing market conditions and anticipate economic shifts. Within this context, company secretaries hold a vital strategic role in ensuring business resilience. Beyond their traditional responsibilities, they act as advisors on corporate governance, compliance, and ethical practices. They facilitate transparent communication between the board, management, and stakeholders, ensuring informed decision-making. Moreover, their expertise in legal, regulatory, and financial matters provides businesses with the foundation to navigate uncertainties and mitigate risks effectively. By blending governance frameworks with strategic foresight, company secretaries contribute to sustaining trust and integrity within organizations. Their roles include promoting sustainability and aligning business practices with national and global best standards. Ultimately, the collaborative efforts between company leadership and company secretaries pave the way for organisational growth and stability, even amid economic turbulence. This underscores the critical importance of company secretaries as strategic partners in driving business success in Nigeria's dynamic economic landscape.

1. Introduction

Economic uncertainties have become a defining feature of Nigeria's business environment, driven by inflation, fluctuating exchange rates, rising energy costs, and heavy reliance on oil revenue. These challenges place immense pressure on businesses to adapt and innovate to survive. Navigating such a volatile landscape requires proactive strategies, including diversification of income streams, technology adoption, and robust financial planning. The ability to anticipate and respond effectively to external shocks has become critical for organisational resilience.

Amid these complexities, company secretaries play a strategic and transformative role in ensuring business continuity and long-term success. Traditionally seen as custodians of corporate governance and compliance, their responsibilities have evolved to include providing strategic advice to the board and management. Their deep knowledge of regulatory frameworks, financial oversight, and stakeholder management positions them as key contributors to risk management and organizational sustainability.

By fostering transparent governance and aligning business practices with ethical and legal standards, company secretaries help organisations build trust and credibility in uncertain times. Their role as strategic advisors ensures business organisations can adapt effectively to evolving economic realities. This introduction emphasises the critical intersection between economic challenges, business survival strategies, and the indispensable contributions of company secretaries in Nigeria.

The first section is the introduction, the second section discusses who a company secretary is, the third section discusses the concept of strategic decision-making, the fourth section discusses governance, risk management, and compliance, the fifth section discusses the role of company secretaries as strategic decision makers, the sixth section discusses the economic uncertainties and the role of company secretaries and the seventh section is the conclusion.

2. Who is a Company Secretary?

A company secretary, who can also be referred to as a corporate secretary, is a governance professional who, among other things, attends, organises AGM, and board meetings and ensures that the company complies with laws and regulations. In the early days, the company secretary was

seen as a mere servant whose job was to take minutes of meetings. The status of the company secretary in 1887 was that of a mere servant¹ but the position changed in 1971 in the case of *Panorama Developments (Guildford) Ltd v. Fidelis Furnishing Fabrics Limited*² where Lord Denning opined that:

A company secretary is much more important nowadays than he was in 1887. He is an officer of the company with extensive duties and responsibilities. This appears not only in the modern Companies Acts but also in the role that he plays in the day-to-day business of companies. He is no longer a mere clerk. He regularly makes representations on behalf of the company and enters into contracts on its behalf which come within the day-to-day running of the company's business. So much so, may be regarded as held out as having authority to do such things on behalf of the company. He is certainly entitled to sign contracts connected with the administrative side of a company's affairs, such as employing staff, and ordering cars, and so forth. All such matters now come within the ostensible authority of a company's secretary. Accordingly, I agree with the judge that Mr R L Bayne, as company secretary, had ostensible authority to enter into contracts for the hire of these cars and, therefore, the company must pay for them. Mr Bayne was a fraud. But it was the company which put him in the position in which he, as company secretary, was able to commit the frauds. So

the defendants are liable. I would dismiss the appeal, accordingly.³

From 1971, the status of company secretary evolved and metamorphosed into a strategic decision-making role. The Supreme Court in the case of *Okeowo & Ors v Migliore & Ors*⁴ Idigbe J.S.C. held that a company secretary is a principal officer of the company. Anigbolu J.S.C (as he then was) held on page 219 of the case that the duties of a Company Secretary vary with the size and nature of the company and the terms of that arrangement made with him. Apart from statutory roles provided for in the law, the duties of a company secretary are non-exhaustive.

This is corroborated by the provisions of the Companies and Allied Matters Act (CAMA) 2020 which highlights the appointment, duties, and removal of company secretary. CAMA 2020 only referred to the position as "secretary" for instance, section 330(1) provides that "Except in the case of a small company, every company shall have a secretary". It is from this provision the word "company secretary" emerged. The position is so prominent that it is a must for every company to have a secretary except a small company. It is also crucial for a public company that does not have a secretary before the commencement of the Act, to appoint same within six months of the commencement of the law.⁵

The law does not allow the position of company secretary to reside with a director. That is; a

¹ *Barnett, Hoares & Co v South London Tramway Co* ((1887) 18 QBD 815 at 817) where Lord Esher MR said:

'A secretary is a mere servant; his position is that he is to do what he is told, and no person can assume that he has any authority to represent anything at all ... '

² [1971] 3 All ER 16.

³ [1971] 3 All ER 16 at 19

⁴ https://eol.bnuz.edu.cn/meol/homepage/common/onlinepreview.jsp?_style=page28&countadd=1&lid=10379&resid=38043 accessed 3 November 2024.

⁵ (1979) 12 NSCC 210.

⁵ CAMA 2020 has been in force since 2020, there is no public company without a secretary in Nigeria.

director cannot simultaneously perform the dual role of a company secretary and director.⁶ This however does not prevent a company secretary from being a director.⁷ The directors are mandated under CAMA 2020 to ensure qualified persons are appointed company secretaries.⁸ The public companies are mandated to appoint persons with any of the following qualifications as company secretaries:⁹

- (a) a member of the Institute of Chartered Secretaries and Administrators
- (b) a legal practitioner within the meaning of the Legal Practitioners Act ;
- (c) a member of any professional body of accountants established from time to time by an Act of the National Assembly ;
- (d) any person who has held the office of the secretary of a public company for at least three years of the five years immediately preceding his appointment in a public company; or
- (e) a body corporate or firm consisting of members each of whom is qualified under paragraph (a), (b), or (c).

It is not clear as to the kind of qualification expected of the category of person mentioned in paragraph d. The word "any person" connotes that the person being referred to need not be a chartered secretary, a legal practitioner, or a member of any professional body of accountants and will be qualified once he has held the office of the secretary of a public company for at least three years of the five years immediately preceding his appointment in a public company.

The board of directors appoints the company secretary and removes him in accordance with the provisions of CAMA 2020.¹⁰ In the process of removal,¹¹ the company secretary is expected to make his defence or resign and where he refuses to do same, the board may remove him and report to the next general meeting.¹² If the secretary makes a defence and does not resign his position, the board of directors finds his defence unsatisfactory which borders on fraud, he will be removed and reported at the general meeting but where the misconduct is other than fraud, he will be suspended and be reported at the next general meeting where approval will be given to remove him.¹³

The Company Secretary owes a fiduciary duty to the company where he is acting as an agent of the company. Section 334 CAMA 2020 provides that:

A secretary does not owe fiduciary duties to the company, but where he is acting as its agent he owes fiduciary duties to it, and as such is liable to the company where he makes secret profits or lets his duties conflict with his personal interests, or uses confidential information he obtained from the company for his benefit.

From the above, the position of the Company Secretary is a position held by people of integrity and

⁶See section 331 CAMA 2020 which provides that: "A provision requiring or authorising a thing to be done by or of a director and the secretary is not satisfied by its being done by or of the same person acting both as director and as, or in place of the secretary".

⁷See *Wimpey (Nig.) Ltd v. Alhaji Balogun* (1986) 3 NWLR (Pt. 28) 324.

⁸See section 332 CAMA 2020. ⁹Section 332(a)-(e) CAMA 2020 ¹⁰ See section 333 CAMA 2020.

¹¹Section 333(2) CAMA 2020 provides that:

Where it is intended to remove the secretary of a public company, the board of directors shall give him notice—

- (a) stating that it is intended to remove him;
- (b) setting out the grounds on which it is intended to remove him;
- (c) giving him a period of at least seven working days within which to make his defence; and

(d) giving him an option to resign his office within seven working days.

¹²Section 333(3) CAMA 2020

¹³Section 333(3)a&b

impeccable character. In corroborating the status of the modern company secretary, section 335 CAMA 2020 provides for the duties thus:

The duties of a secretary include—

- (a) attending the meeting of the company, the board of directors, and its committees, rendering all necessary secretarial services in respect of the meeting and advising on compliance, by the meetings, with the applicable rules and regulations ;
- (b) maintaining the registers and other records required to be maintained by the company under this Act;
- (c) rendering proper returns and giving notification to the Commission required under this Act; and
- (d) carrying out such administrative and other secretarial duties as directed by the director or the company.

The above shows that the duties of the company secretary are non-exhaustive. The law recognises the fact that the company secretary may be called upon to exercise the power vested in the directors subject to the approval and authority of the board of directors.¹⁴ Every public company is expected to keep a register of secretaries¹⁵ and the register is expected to contain certain particulars in the case of an individual.¹⁶ In the case of body corporate, the register will contain a corporate or firm name, registered or principal office, and email address.¹⁷ The Corporate Affairs Commission is expected to be notified within 14 days when there is a change in company secretary.¹⁸ The Minister may exercise his power to vary particulars to be included in the company's register of secretaries for notification to the Commission.¹⁹

The Nigerian Code of Corporate Governance in principle 8 describes the importance of the company secretary when it provides that: "The Company Secretary plays an important role in supporting the effectiveness of the Board by assisting the Board and management to develop good corporate governance practices and culture within the Company".

The Code goes further in reiterating this important position in principle 8.1 thus: Without prejudice to the provisions of extant laws, the Company Secretary should be a person with the relevant qualifications and competence necessary to effectively discharge the duties of his office. The Board should ensure that the person appointed has the gravitas and objectivity to provide independent guidance and support at the highest level of decision-making in the Company.

The "highest level of decision-making" emphasised above once again shows the

¹⁴Section 335(2) CAMA 2020 provides that: "The secretary shall not, without the authority of the board exercise any power vested in the directors.

¹⁵See section 336 CAMA 2020.

¹⁶Section 337 CAMA 2020 provides that:

- (1) A company's register of secretaries shall contain the following particulars in the case of an individual—
 - (a) full name and any former name or names ;
 - (b) address ; and
 - (c) email address.
- (2) For the purposes of this section a "former name" means a name by which the individual was formerly known.
- (3) The register may not contain particulars of a former name where the former name—
 - (a) was changed or disused before the person attained the age of 18 years; or
 - (b) has been changed or disused for 20 years or more.
- (4) The address required to be stated in the register is a service address which may be stated to be the company's registered office.

¹⁷See section 338(1) CAMA 2020.

¹⁸See section 339 CAMA 2020.

¹⁹See section 340 CAMA 2020.

importance of this position. The code added certain duties and functions to the statutory duties

provided for in CAMA 2020. The duties are:²⁰

- (i) Provide the Board and Directors individually, with detailed guidance as to how their responsibilities should be properly discharged in the best interest of the Company;
- (ii) Coordinate the induction and training of new Directors.
 - (iii) Assist the Chairman and MD/CEO in coordinating activities regarding the annual Board plan and with the administration of other strategic issues at the Board level; (iv) Notify Board members of upcoming meetings of the Board and its committees as well as other matters that warrant their attention;
- (i) Compile Board papers and ensure that the Board's discussions and decisions are clearly and properly recorded and communicated to relevant persons in a timely manner;
- (ii) Provide a central source of guidance and advice to the Board and the Company on matters of ethics, conflict of interest, and good corporate governance.

For a company secretary to handle all the above duties and responsibilities, he must be knowledgeable in strategic decision-making, have a firm grip and understanding of governance, risk management and compliance.

3. Concept of Strategic Decision-Making

In discussing the concept of strategic decision-making, it is important to discuss the three words that made this topic, that is, "strategy", "decision" and "making". Strategy can be defined as a plan of action designed to achieve a long-term goal. This means that whatever plan you have, it must be to achieve a long-lasting goal. What is a decision? A decision can be described as a conclusion or resolution reached after consideration. Cambridge Dictionary describes a decision to be "a choice that you make about something after thinking about several possibilities"²¹ Make as a verb means

"to bring into being by forming, shaping, or altering material"²² Having identified the strategy, decision, and making. In simple terms, strategic decision-making is the process of forming a conclusion for the long-term goal of an entity.

Decision-making is one of the most crucial elements of human behaviour, that plays an important role in mapping out and identifying future plans and objectives of the organisation, in achieving an absolute competitive position in the market, and maximising the advantage gained from the utilisation of the organisation's resources, be it financial, material, human, intellectual and technological resources.²³

The rational model of choice accompanies the everyday assumption that human behaviour has some purpose.²⁴ Strategic decision-making is described as an interrelationship between rational

and political processes.²⁵ Rational in the realm of "reasonable man" test and political in the realm of response to the current situation in the society. This means that our strategic decision-making is determined by the environment and political situation we find ourselves in.

Dean, et.al²⁶ from their research, emphasise the importance of decision-making and how strategic

²⁰ See, Principle 8.6.1 to 8.6.6 of the Nigerian Code of Corporate Governance 2018.

²¹ <https://dictionary.cambridge.org/dictionary/english/decision> accessed 11 November 2024.

²² <https://www.merriam-webster.com/dictionary/make> accessed 11 November 2024.

²³ Mahmoud Hussein Abu Joma, Ahmad Albloush, and Salman M. Abu Lehyeh., 'The Impact of Strategic Agility on the Effectiveness of Decision-Making Process' (2025) 15(2) *International Review of Management and Marketing*. pp. 381-389, 381. : <https://doi.org/10.32479/irmm.17790>

²⁴ Kathleen M. Eisenhardt and Mark J. Zbaracki, 'Strategic Decision Making' (1992) 13 *Strategic Management Journal*, pp. 17-37, p.18.

²⁵ Ibid. p.35

²⁶ James W. Dean, Jr. and Mark P. Sharfman, 'Does Decision Process Matter? A Study of Strategic Decision-Making Effectiveness' (1996) 39(2) *The Academy of Management Journal*, pp. 368-396, 389.

decision-making affects the success of the company. They opine that:

From a theoretical standpoint, the obvious implication of our study is that the decision process matters. Managers have the power to influence the success of strategic decisions, and thus the fortunes of their organizations, through the processes they use to make key decisions.²⁷

The above reiterates the fact that the process is determined by the environment, political situation, and economic atmosphere. Kumar²⁸ admits that making a good strategic decision is a difficult process but is always good where the decision-maker is well informed. In his words:

Making solid strategic decisions is hard. Making solid decisions in general is hard, but strategic decisions are especially tough for the very fact that they are complex by definition and about an uncertain future. But this does not mean they cannot be improved. There are good strategic decisions and there are bad strategic decisions. The bad ones suffer from people's cognitive limitations. The good ones are less affected by such limitations. They are not perfect, but they are better because they are made by more aware and better-informed decision-makers.²⁹

We quite agree with the above, this shows the importance of self-development and the willingness to understand the environment in which one operates. Strategic decision-making which is an aspect of strategic management requires skills in conceptual and analytical thinking and creative thinking.³⁰

1. Governance, Risk Management and Compliance

This section discusses the concepts of governance, risk management, and compliance. In simple terms, Governance, in relation to corporate practice is an act or process of overseeing the control and direction of a corporate entity, Risk management in corporate practice means the act or process focused on anticipating uncertainty and putting in place mechanisms to reduce or eradicate such uncertainty, while Compliance in corporate practice is the act of conforming with the law and regulation on corporate business management.

These three concepts are important in corporate governance, the general meeting, the board of directors, and the executive management share governance structures in ensuring the smooth running of the organisation. Edwards, et al.³¹ believe that “the acceptance of governance as a generic term that applies at several levels, and particularly across multiple boundaries, has extended the operative and collaborative basis of government”.³² This is true, governance cuts across all boundaries, and corporate governance touches the relationship of companies with government policies and process of compliance. In using the popular quote of Kofi Annan, the seventh Secretary General of the United Nations, “Good governance is perhaps the single most important factor in eradicating poverty and promoting development”.³³ This is true and also applies to corporate governance, good governance in the corporate world promote development for the

²⁷ Ibid.

²⁸ Saurav Kumar, 'Strategic Decision Making and Strategic Decision Practices in Intelligent Organizations: A Review' (2024) 12(2) International Journal of Business and Management Research, pp. 31-39, 37.

²⁹ Ibid.

³⁰ Sonia Marcos and Blanca López-García, 'Boardcraft: Learning the Art of Strategic Decision-Making Card by Card'

Proceedings of the 18th European Conference on Games Based Learning, ECGBL. 2024 p.1038

³¹ Meredith Edwards, et al. 'Rise of Corporate and Public Governance.' *Public Sector Governance in Australia*, ANU Press, 2012, pp. 35–58. 58. JSTOR, <http://www.jstor.org/stable/j.ctt24h92b.7>. Accessed 7 Apr. 2025.

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³² Ibid.

³³ Cited in Jennifer Schoeberlein, *National Strategies for Advancing Good Governance in Africa*.

Transparency International, 2020. JSTOR, <http://www.jstor.org/stable/resrep24901>. Accessed 7 Apr. 2025.

company or business organisation. Effective corporate governance requires a sound legal, regulatory and institutional framework that market participants can rely on when establishing their private contractual relations.³⁴ In this work, we intentionally used governance to identify the importance of good governance in areas of human endeavours including business organisation and government, since our discussion deals with economic uncertainties and business survival.

Modern risk management emerged as a distinct discipline in the mid-90s.³⁵ Successful management of risk involves identifying, assessing, and mitigating potential threats to a project's objectives.³⁶ This also includes business objectives. Corvellec³⁷ believes that "Risk management research has its historical roots in the overt management of risk in risk-prone activities". He opines that all organisations face uncertainty but not all are involved in clear risk management.³⁸ This position has changed today, risk management has always been included as a reporting requirement for companies all over the world to ensure conformity with good corporate governance practices. It is one of the principles of corporate governance. In the 2023 OECD Code of Corporate Governance, risk disclosure is under principle IV "Disclosure and Transparency" titled "Foreseeable risk factors" as principle IV.A.8. The section describes what is expected to be reported under it thus:

The Principles envision the disclosure of sufficient and comprehensive information to fully inform investors and other users of the reasonably foreseeable material risks of the company. Disclosure of risk is most effective when it is tailored to the particular company and industry in question. Disclosure about the system for monitoring and managing risk is increasingly regarded as good practice, including the nature and effectiveness of related due diligence processes.³⁹

Today, no business can survive without adequate risk management which entails risk identification, risk analysis, risk priority, risk treatment, and risk monitoring.

Giambona, et.al⁴⁰ express the difficulty involved in the observation of risk management practice for outsiders who only know little of the whole story. They opine that:

The practice of risk management is difficult for outsiders to observe. While disclosure regarding risk management activities has become more prevalent in the past decade, such disclosures only tell part of the story about firm behavior and very little about the underlying preferences and incentives of the managers making risk management decisions.⁴¹

They believe that surveys are one of the methods of understanding both risk management practices and the underlying philosophies of risk managers. In using the surveys, they conclude that: "In our analysis, we find evidence consistent with traditional risk management theories, but not with all".⁴²

³⁴ OECD, *G20/OECD Principles of Corporate Governance 2023*. OECD Publishing, Paris. p.9. <https://doi.org/10.1787/ed750b30-en>

³⁵ Philippe Jorion, 'Risk Management' (2010) 2 *Annual Review of Financial Economics*. pp. 347-365, 348.

³⁶ Adebayo Hassanat Adepoju, et.al. 'Integrating Risk Management and Communication Strategies in Technical Research Programs to Secure High-Value Investments' (2025) 3(1) *Gulf Journal of Advance Business Research*. pp.106-127, 107.

³⁷ Hervé Corvellec, 'The Practice of Risk Management: Silence Is Not Absence' (2009) 11(3/4) *Risk Management*. pp. 285-304, 300.

³⁸ Ibid.

³⁹ OECD, *G20/OECD Principles of Corporate Governance 2023*. OECD Publishing, Paris. pp.30-31. <https://doi.org/10.1787/ed750b30-en>

⁴⁰ Erasmo Giambona, et.al. 'The Theory and Practice of Corporate Risk Management: Evidence from the Field' (2018) 47(4) *Financial Management*. pp. 783-832.

⁴¹ Ibid.

This means that the traditional risk management theories continue to apply today.

Compliance being discussed is the regulatory compliance expected of a business organisation. In business, regulatory compliance means adhering to the laws, regulations, and guidelines set by government bodies and regulatory agencies, ensuring ethical and legal operations to protect stakeholders and avoid penalties. It is an important aspect of business because it ensures businesses operate legally and ethically, avoiding potential legal issues and reputational damage, and safeguards the interests of employees, customers, and the public by preventing harmful or unethical practices. Non-compliance can result in fines, lawsuits, and other penalties, so staying compliant is crucial for financial stability. It demonstrates a commitment to ethical and responsible business practices, building trust with customers and stakeholders.

Compliance is recognised all over the world, through the United Nations Guiding Principles on Business and Human Rights. This set of international principles implements the United Nations “Protect, Respect and Remedy” Framework. The principles are three; (i) The State duty to protect human rights (ii) the corporate responsibility to respect human rights and (iii) Access to remedy.

Under the principle of corporate responsibility to respect human rights, the commentary under paragraph 11 underscores how important the principles are thus:

The responsibility to respect human rights is a global standard of expected conduct for all business enterprises wherever they operate. It exists independently of States' abilities and/or willingness to fulfill their own human rights obligations and does not diminish those obligations. And it exists over and above compliance with national laws and regulations protecting human rights.⁴³

It can be seen that corporate responsibility to respect human rights is an international issue in which compliance is above national law and regulation protecting human rights. Regulatory compliance at all times keeps business afloat.

4. Company Secretaries as Strategic Decision-Makers

Company secretaries are strategic decision-makers, this is corroborated by the provisions of CAMA 2020. The statutory roles and duties of company secretaries are as provided for under section 335 CAMA 2020. As an emphasis, the roles and duties are:

- (i) attending the meeting of the company, the board of directors, and its committees, rendering all necessary secretarial services in respect of the meeting and advising on compliance, by the meetings, with the applicable rules and regulations ;
- (ii) maintaining the registers and other records required to be maintained by the company under CAMA 2020 ;
- (iii) rendering proper returns and giving notification to the Commission required under CAMA 2020; and
- (iv) carrying out such administrative and other secretarial duties as directed by the director or the company.

The additional roles added by the Code of Corporate Governance 2018 include the role of trainer and adviser to the board of directors and individual directors. The law allows the exercise of far-reaching discretion of the company secretary through the authorisation or permission of the directors or the company. The company secretary as a governance professional has many caps as a risk manager, record keeper, strategic decision-maker, compliance officer, and so on. Under the

⁴² Ibid.p.828.

⁴³ United Nations and the United Nations Human Rights Office of the High Commissioner, *Guiding Principles on Business and Human Rights*. HR/PUB/11/04 2011 United Nations.

direction of the Chairman, the Company Secretary's responsibilities include ensuring good information flow within the Board and its committees and between senior management and NEDs.⁴⁴

The company secretary is expected to be knowledgeable in all aspects of the company's business to be able to make informed decisions in areas that need such.

5. Economic Uncertainties and the Role of Company Secretaries

The purpose of risk management is to mitigate or eradicate uncertainty that can face business organisation through certain factors which can include economic, political, social, legal, and so on. However, our discussion is on economic uncertainty and the role a company secretary can play in ensuring that the business entity stays afloat. In this instance, the company secretary is seen as the risk manager in the face of economic uncertainty.

What can a company secretary do in this economic situation? The following are some of the ways a company secretary can manage economic uncertainties:

5.1 Business Diversification

The company secretary can advise the company to diversify its business to stay afloat in the situation of the uncertainties caused by the economic challenges. This includes the need to develop competitive intelligence. Competitive intelligence is defined as:

The systematic collection and analysis of data about competitors' activities and strategies. This continuous process is an integral part of a comprehensive business strategy. By understanding the competitive landscape, companies gain insights that go beyond conventional market analysis. It's not just about knowing what competitors are doing; It's about understanding their movements and predicting market shifts.⁴⁵

Business diversification can come in the following forms:

(i) Expansion into New Markets

One of the ways business diversification can be done is through expansion into new markets. Market expansion includes the expansion from one geographical location to another, for instance, market expansion from Lagos to Ibadan.

(ii) Introduction of New Products/Services

New products and services may be included as a way of diversifying business. This is important where there is a clear sign that the current product line cannot sustain the company.

(iii) Different Customer Segment Targeting

Different customer segment targeting is another way of diversifying business. Where the products and services are tailored towards customers of certain age groups, the segmentation can be expanded to include other age groups not previously captured.

6.1 Frequency of Meetings

The company secretary has a prominent role to play in advising the board of directors to reduce their physical meetings to the statutory minimum to minimise costs. The decisions can be made quickly through information and communication technology. After all, the law recognises virtual meetings. The law also recognises written and signed resolutions of directors as meetings are deemed held. Section 289(8) CAMA 2020 provides that:

A resolution in writing, signed by all the directors for the time being entitled to receive notice of a meeting of the directors, is as valid and

⁴⁴See Principle 8.7 of the Nigerian Code of Corporate Governance 2018.

⁴⁵Muhammad Alfi Fadhlurrahman, Stanislaus Riyanta, and Abdul Rivai Ras., 'The Role of Competitive Intelligence in Strategic Decision-Making: A Literature Review' (2024) 3(10) *Asian Journal of Engineering, Social and Health*. pp. 2980-4841, 2309

effectual as if it had been passed at a meeting of the directors duly convened and held. From the above frequency of meetings can be reduced to minimise cost and maximise profitability

6.3 Operating Expenses

Operating a business in the current economic environment is a great task, the company secretary should be able to advise the company on the way to reduce operating expenses through alternative power like solar systems and windmills. The cost of electricity in this current day is huge with no assurance of enjoying its stability.

6.4 Human resources

It is the role of the company secretary to advise on the regulatory requirements for staffing. This will ensure that the company is not overstaffed or understaffed. Any of these situations can impact negatively on the profitability of the company.

6.5 Procurement

On procurement, the company secretary should ensure that all regulatory requirements on procurement are conformed with. The procurement should prioritise the genuine needs of the company.

6.6 Dividend payment

The company secretary should be able to advise the board of directors on their dividend recommendation to the general meeting following all regulatory requirements for the statutory reserve and general reserve to ensure that the company stays afloat. The law recognises the fact that companies can declare dividend where they are not doing well. For instance, section 427 CAMA 2020 stipulates that dividends can only be paid out of distributable profits.⁴⁶ Also, a company is not allowed to declare or pay dividends if there are reasonable grounds for believing that the company is or would be, after the payment, unable to pay its liabilities as they become due.⁴⁷

6.7 Regulatory/Legal Advisory

The company secretary should ensure to be abreast of the country's regulatory landscape to avoid paying unnecessary penalties or being exposed to needless litigation. A company secretary should be able to advise the company to always opt for alternative dispute resolution and should only opt for litigation as the last resort.

6. Conclusion

Navigating the complexities of economic uncertainties in Nigeria requires resilience, adaptability, and strategic foresight. Businesses face challenges such as inflation, exchange rate volatility, and fluctuating oil prices, these demand innovative survival strategies. Companies have tried to remain competitive through measures like cost-cutting, diversification of products and services, and leveraging technology.

In this landscape, the role of company secretaries becomes pivotal. They ensure compliance with regulatory frameworks, uphold corporate governance, and facilitate effective decision-making processes. Their expertise in legal, financial, and administrative matters positions them as strategic advisors, helping organisations navigate uncertainties and align with best practices. Ultimately, the synergy between robust business strategies and the strategic contributions of company secretaries can foster resilience and sustainable growth in Nigeria's dynamic economic environment.

⁴⁶Section 427 CAMA 2020 provides that:

(1) A company may pay dividends only out of profits available for the purpose.

(2) The profits of a company available for payment of dividends are its accumulated, realised profits (so far as not previously utilised by distribution or capitalisation), less - its accumulated, realised losses (so far as not previously written off in a lawfully made reduction or reorganisation of capital).

⁴⁷See section 428 CAMA 2020.