



EWELUKWA LEGAL

Your Trusted Legal Bridge to
Nigeria's Opportunities

Clean Hands, Clear Pathways

***A Practical Compliance Framework for Foreign
Engagement with Nigerian Public Institutions under
Domestic and International Anti-Corruption Laws***

Ewelukwa Legal LP
No. 62 Newark Avenue, Sun City Estate, Abuja FCT, Nigeria
[+2349037747809](tel:+2349037747809) (Phone/WhatsApp) | info@ewelukwalegal.com
<https://ewelukwalegal.com>

**Clean Hands, Clear Pathways:
A Practical Compliance Framework for Foreign Engagement with Nigerian Public
Institutions under Domestic and International Anti-Corruption Laws**

ABSTRACT

Engaging Nigerian public institutions is often required for securing various permits, approvals, licenses and authorisations required to do business or engage in various transactions in Nigeria.

For foreign entities, one key issue that requires vigilance is the need to ensure strict compliance with the anti-corruption requirements under Nigerian law and extraterritorial regimes such as the UK Bribery Act and the United States Foreign Corrupt Practices Act (FCPA).

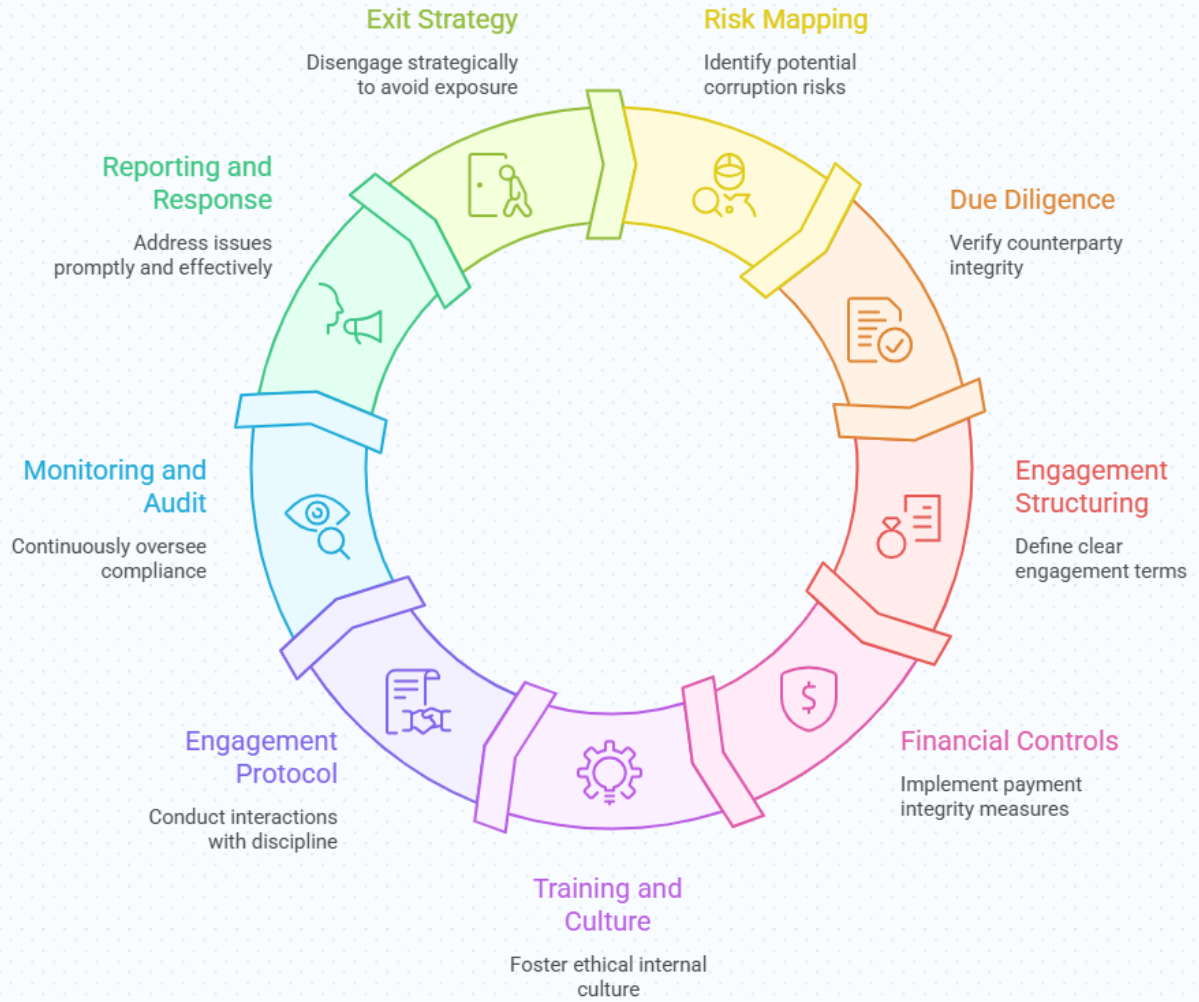
This framework provides a structured, preventive approach to lawful engagement, emphasizing transparency, accountability, and documentation at every stage of interaction. It guides foreign investors, contractors, and advisors through risk identification, due diligence, approvals, payment controls, and reporting mechanisms.

By aligning operational conduct with both local and international standards, the framework reduces legal exposure, protects reputational capital, and fosters sustainable, ethical business relationships within Nigeria's public sector environment.



**Dr. Nnaemeka Ewelukwa
Founding Principal**

Compliance Framework Cycle



1. Foundational Principle: Integrity as Strategy, Not Constraint

At the heart of every sustainable cross-border engagement lies a simple truth: compliance is not merely a legal obligation; it is a strategic asset.

Foreign entities must approach Nigerian public institutions with a posture of structured transparency, recognizing that scrutiny may arise from multiple directions—local regulators, international enforcement agencies, and internal compliance audits.

Core Alignment:

- Nigerian anti-corruption laws (e.g., ICPC Act, EFCC Act)
- UK Bribery Act (strict liability for failure to prevent bribery)
- FCPA (anti-bribery and accounting provisions)

Practical Insight:

Where standards differ, always adopt the highest applicable standard.

2. Entry Gate: Pre-Engagement Risk Mapping

Before any contact is made, a disciplined assessment must take place. Many compliance failures occur not in execution, but in poorly understood entry points.

Key Actions:

- Identify the specific public institution, its mandate, and decision-making structure
- Classify interaction type (licensing, procurement, regulatory approval, partnership)
- Map corruption risk indicators (discretionary authority, urgency pressures, intermediaries)

Safeguard Measure:

A Risk Register categorizing:

- High-risk touchpoints
 - Required approvals
 - Control measures
-

3. Counterparty Integrity: Due Diligence on Public Interfaces

Even when dealing with government entities, risk often arises through individuals and intermediaries.

Due Diligence Scope:

- Background checks on consultants, agents, and local partners
- Verification of beneficial ownership
- Screening against sanctions and watchlists
- Review of past regulatory or corruption allegations

Red Flag Examples:

- Requests for “facilitation” payments
- Use of unofficial channels or personal accounts
- Lack of verifiable business presence

Practical Rule:

If the structure is unclear, the risk is high. Pause engagement.

4. Structuring the Engagement: Clarity Before Commitment

Ambiguity creates space for misconduct. Every engagement must be clearly defined before execution begins.

Core Documentation:

- Written engagement contracts
- Defined scope of services
- Transparent fee structures
- Explicit anti-corruption clauses

Mandatory Clauses:

- No bribery or improper advantage provisions
- Audit rights
- Termination for compliance breach

Practical Insight:

If a term cannot be written clearly, it should not be agreed verbally.

5. Financial Discipline: Payment Integrity Controls

Improper payments are the most visible trigger for enforcement actions under both Nigerian and foreign laws.

Control Measures:

- Payments only through traceable banking channels
- No cash payments or third-party diversions
- Segregation of duties in payment approvals
- Documentation linking each payment to legitimate services

High-Risk Scenarios:

- Advance payments without clear deliverables
- Requests for offshore payments unrelated to contract terms
- “Success fees” tied to government approvals

Guiding Principle:

Every payment must answer two questions:

1. Is it lawful?
 2. Is it justifiable if publicly disclosed?
-

6. Human Element: Training and Internal Culture

Systems alone do not prevent misconduct; people do.

Required Actions:

- Regular anti-corruption training for staff interacting with public institutions
- Clear escalation channels for concerns
- Written code of conduct aligned with global standards

Focus Areas:

- Gifts and hospitality thresholds
- Handling of requests from public officials
- Documentation discipline

Practical Insight:

A single uninformed employee can expose the entire organization to liability.

7. Engagement Protocol: Conduct During Interactions

When engagement begins, discipline must remain consistent.

Operational Guidelines:

- Always engage through official channels and documented meetings
- Maintain written records of communications and decisions
- Avoid informal commitments or side arrangements

Gifts and Hospitality Rule:

- Must be modest, transparent, and compliant with both local and foreign laws
- Must never influence, or appear to influence, a decision

Golden Standard:

Conduct every interaction as though it will be reviewed by a regulator.

8. Monitoring and Audit: Continuous Oversight

Compliance is not a one-time exercise; it is a continuous discipline.

Monitoring Tools:

- Periodic internal audits
- Transaction reviews
- Third-party performance evaluations

Trigger Events for Review:

- Unusual payment patterns

- Accelerated approvals without clear basis
- Complaints or whistleblower reports

Outcome:

Timely detection and correction before escalation into legal exposure.

9. Reporting and Response: When Issues Arise

Even with strong systems, risks may materialize. The response determines the outcome.

Immediate Steps:

- Internal investigation
- Preservation of documents
- Legal assessment of exposure under Nigerian and foreign laws

Escalation Considerations:

- Voluntary disclosure (where appropriate)
- Engagement with regulators
- Remedial action plans

Practical Insight:

Delay often transforms manageable issues into prosecutable offences.

10. Exit Strategy: Disengagement Without Exposure

Not every engagement should continue. A structured exit protects both legal and reputational standing.

Exit Triggers:

- Persistent red flags
- Requests for improper payments
- Non-cooperation with compliance requirements

Exit Actions:

- Document reasons for disengagement

- Terminate in accordance with contract provisions
- Secure all records for potential review

Guiding Principle:

Walking away early is often the strongest compliance decision.

Conclusion: The Discipline of Clean Engagement

Operating within Nigeria’s public sector environment requires more than opportunity awareness; it demands disciplined execution.

This framework is built on a simple but powerful idea: clarity prevents compromise.

Foreign entities that embed these principles into their operations do more than avoid sanctions. They build credibility, strengthen institutional trust, and position themselves for long-term success. They also support the Nigerian law enforcement agencies in their quest to ensure transparency in all public sector engagements.

In the end, the most valuable currency in cross-border engagement is not access, but integrity.

Ewelukwa Legal LP

62 Newark Avenue, Sun City Estate, Abuja FCT, Nigeria

Registration No. 8443000

<https://ewelukwalegal.com>

[+2349037747809](tel:+2349037747809) (Phone/WhatsApp)