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**ESTABLISHMENT OF THE HYDROCARBON POLLUTION
REMEDATION PROJECT (HYPREP),
FEDERAL MINISTRY OF ENVIRONMENT, NOTICE 2016**



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FIRST SCHEDULE

SECOND SCHEDULE

S. I. No. 18 of 2016

**ESTABLISHMENT OF THE HYDROCARBON POLLUTION
REMEDiation PROJECT (HYPREP),
FEDERAL MINISTRY OF ENVIRONMENT, NOTICE 2016**

[8th Day of December, 2016]

Commence-
ment.

PREAMBLE

WHEREAS following the environmental pollution and degradation of the Niger Delta region, especially Ogoniland, due to Oil production activities, illegal activities, and outcries by the affected communities, international partners and civil society groups on the state of the environment ;

WHEREAS the Federal Government, in its effort to remedy the effects of the environmental degradation on the affected communities, commissioned the United Nations Environment Programme (UNEP) to carry out a study and detailed assessment of the Oil pollution in Ogoniland ;

WHEREAS UNEP carried out an environmental assessment of the Ogoniland and submitted the Report of the Assessment to the Federal Government on 4th August, 2011 ;

WHEREAS the Federal Government inaugurated a Presidential Implementation Committee (PIC) under the Chairmanship of the Minister of Petroleum Resources to review and make recommendations on the implementation of the UNEP Report ;

WHEREAS the PIC recommended the establishment of the Hydrocarbon Pollution Restoration Project (HYPREP) to initiate and develop work programmes aimed at restoring Ogoniland and other impacted host communities ;

WHEREAS the President, on the recommendation of the PIC, approved the establishment of the Hydrocarbon Pollution Restoration Project (HYPREP) under the Ministry of Petroleum Resources on 20th July, 2012 ;

WHEREAS the Federal Government and stakeholders have developed the Terms of Reference (ToR) for the implementation of the recommendations of the UNEP Report in Ogoniland, including the establishment of a Trust Fund to be utilized exclusively for the purpose of the clean-up and restoration of Ogoniland ; and

WHEREAS based on current realities and on the recommendation of an inter-ministerial committee headed by the Minister of Environment, the President approved the revocation of Notice of the Establishment of the Hydrocarbon Pollution Restoration Project Unit, Ministry of Petroleum

Resources, 2014 and the establishment of the Hydrocarbon Pollution Remediation Project (HYPREP) under the Federal Ministry of Environment.

NOW THEREFORE—

Establishment
of
HYPREP.

1. There is established the Hydrocarbon Pollution Remediation Project (HYPREP) under the Federal Ministry of Environment.

Objectives
of HYPREP.

2. HYPREP is established to achieve the under listed objectives in Ogoniland and other impacted Communities—

(a) determine the scope, modalities and means of remediation of soil and ground water contamination in impacted communities as may be approved by HYPREP Governing Council and remedy them ;

(b) enhance local capacity for better environmental management and promote awareness of sound environmental management as well as ensure livelihoods and sustainable development ;

(c) ensure security and promote peace building efforts in impacted communities ; and

(d) strengthen governance, transparency and accountability in the region.

Functions of
HYPREP.

3. HYPREP shall perform the following functions—

(a) investigate, map and evaluate hydrocarbon polluted communities and sites in Nigeria referred to it by National Oil Spill Detection Response Agency (NOSDRA) or the Federal Ministry of Environment in collaboration with the Department of Petroleum Resources (DPR) and make recommendations to the Federal Government ;

(b) implement the recommendations of the United Nations Environment Programme (UNEP) Report on Environmental Restoration of Ogoniland (UNEP Report) as directed by the HYPREP Governing Council ;

(c) initiate, and develop work programmes aimed at restoring all hydrocarbon impacted communities and sites referred to HYPREP ;

(d) undertake a comprehensive assessment and mapping of all environmental issues associated with hydrocarbon pollution, in collaboration with NOSDRA ;

(e) provide guidance data to undertake remediation of contaminated soil and ground water in Ogoniland and such other impacted communities as may be referred to it ;

(f) technically evaluate alternative technologies to be employed to undertake remediation of contaminated soil and ground water ;

(g) make recommendations for responding to future environmental contamination from hydrocarbons ; and

(h) ensure full environmental recovery and restoration of Ogoni ecosystem and ecosystem services for Ogoni people and other impacted communities.

4.—(1) There is established for HYPREP, a Governing Council to be known as HYPREP Governing Council.

Establishment
and
Composition
of the
HYPREP
Governing
Council.

(2) The HYPREP Governing Council shall consist of—

(a) Minister of Environment as Chairperson ;

(b) Minister of State for Petroleum Resources/Group Managing Director Nigerian National Petroleum Corporation ;

(c) Minister of Budget and National Planning ;

(d) Minister of Niger Delta Affairs ;

(e) National Security Adviser ;

(f) Managing Director of the Niger Delta Development Commission (NDDC) ;

(g) Managing Director of Shell Petroleum Development Company of Nigeria (Ltd) and two alternates ;

(h) one representative of a Non-Governmental Organization dealing with environmental issues ;

(i) one representative of the 9 Oil Producing States on 2 year rotational basis ;

(j) two representatives of Ogoni Community and two alternates ;

(k) two representatives of other Niger Delta Communities and two alternates ;

(l) one representative of the United Nations Environmental Programme (UNEP) as Observer ; and

(m) the Project Co-ordinator of the HYPREP who shall be the Secretary to the HYPREP Governing Council.

(3) Members of the HYPREP Governing Council shall be appointed by the President.

(4) The supplementary provisions set out in the First Schedule to this Notice shall apply in relation to the proceedings of the HYPREP Governing Council and other matters therein specified.

5. The HYPREP Governing Council shall—

(a) superintend the policies of HYPREP ;

(b) provide the general policy guidelines relating to the functions of HYPREP ;

Powers and
Functions of
HYPREP
Governing
Council.

(c) guide and steer HYPREP on the strategic processes required for the execution of approved projects ;

(d) in accordance with the Terms of Reference setting out the process of funding, project selection, the management of the Ogoni Trust Fund established under paragraph 14 of this Notice and the roles and responsibilities of various governance structures, be responsible for the oversight of the implementation of HYPREP in line with the recommendations of the UNEP Report ;

(e) promote transparency, propriety and integrity in the operation of HYPREP ;

(f) ensure the protection of the interests of players, stakeholders and the public in HYPREP ;

(g) carry out periodic assessment of the operations of HYPREP and submit reports to the Board of Trustees ;

(h) review and approve Project Plan, budget provisions and Communication Plan for all phases of the execution of an approved Project ;

(i) monitor fund utilization by HYPREP to ensure completion of projects ;

(j) approve HYPREP's control framework and internal assurance plan ;

(k) appoint external auditors to review HYPREP's processes ;

(l) develop appropriate governance framework agreement for the execution of an approved project ;

(m) establish for HYPREP an operational structure under the supervision of the Project Coordinator as spelt out in paragraph 21 of this Notice ;

(n) approve all staff appointment as recommended by the Project Coordinator ; and

(o) perform such other functions as may be given to the HYPREP Governing Council by the Minister to achieve the objectives for which it was constituted.

Tenure of
Office of the
HYPREP
Governing
Council.

6.—(1) Members of the HYPREP Governing Council, other than the ex-officio members, shall hold Office—

(a) for a term of 4 years in the first instance and may be reappointed for a further term of 4 years and no more ; and

(b) on such terms and conditions as may be specified in their Letters of Appointment.

(2) The terms and tenure of office of the UN Observer shall be determined by the United Nations system.

7.—(1) Notwithstanding the provisions of paragraph 5 of this Notice, a member of the HYPREP Governing Council shall cease to hold office as member where the member—

Cessation of Membership of HYPREP Governing Council.

(a) resigns his appointment as a member of the Governing Council by notice, under his hand, addressed to the President ;

(b) becomes of unsound mind ;

(c) becomes bankrupt or makes a compromise with a creditor ;

(d) is convicted of a felony or of any offence involving dishonesty or corruption ;

(e) becomes incapable of performing his official duties, either arising from an infirmity of mind or body ;

(f) is replaced or resigns from the organization that nominated him ; or

(g) in the case of an ex-officio member, the President is satisfied that it is not in the interest of HYPREP or in the interest of the public for the person to continue in office and the President removes him from office.

(2) Where a vacancy occurs in the membership of the HYPREP Governing Council, it shall be filled by the appointment of a successor to hold office for the remainder of the term of office of the predecessor, provided that such successor shall represent the same interest as the predecessor.

8. The members of the HYPREP Governing Council, except the UN Observer and representatives of the Oil Companies shall be paid such sitting allowances as the Federal Government may, from time to time direct upon the recommendation of the Minister.

Allowance of Members of the HYPREP Governing Council.

9. HYPREP shall be funded through—

Funding of HYPREP.

(a) budgetary allocation, subvention and grants by the Federal Government ;

(b) payments from Joint Venture Partners (NNPC and IOCs) ;

(c) payments from Nigerian Oil Companies ;

(d) payments from Refineries ;

(e) grants-in-aid from national, bilateral multilateral agencies or individuals ;

(f) all monies received by HYPEP which may in any way become payable or vested in HYPREP by way of gifts or testamentary disposition ; and

(g) other monies which may from time to time accrue to the HYPREP.

Expenditure
of HYPREP.

10. Except as otherwise provided in this Notice, HYPREP funds shall be applied towards—

(a) the cost of administration of HYPREP including the payment of salaries and other emoluments of its staff ;

(b) the payment of sitting allowances of members of the HYPREP Governing Council and Board of Trustee except the UN Observer and representative of the Participating Entities ;

(c) the development and maintenance of any property vested in or owned by HYPREP ;

(d) the payment of all consultancies, legal fees and cost of contracts administration ;

(e) the payment of all purchases made as approved by HYPREP ;

(f) maintaining general financial reserves subject to general or special directives relating to operation of HYPREP in accordance with the provisions of this Notice ; and

(g) any approved expenditure in connection with all or any of its functions under this Notice except as provided in paragraph 14 of this Notice.

Annual
Estimate and
Accounts.

11.—(1) The Board of Trustees shall cause the Project Co-ordination Office (PCO) to prepare a Fund utilization report for the previous quarter for funds drawn down pursuant to the approved HYPREP projects and the report shall accompany each subsequent funds draw down request.

(2) The Board of Trustees shall, not later than 31st March in each year, submit to the Minister, a report of funds received and disbursed in relation to Ogoni Trust Fund or any other Trust Fund established pursuant to paragraph 14 (5) of this Notice for the preceding year.

(3) The Board of Trustees shall cause the Escrow Bank of the Trust Fund to keep proper accounts in respect of each year and proper records in relation to those accounts and shall cause the Escrow Account and the Sub-Accounts to be audited within 3 months after the end of each year by Auditors appointed by the Office of the Auditor-General of the Federation in accordance with the guidelines provided by the Auditor-General for the Federation.

(4) The Board of Trustees shall cause the PCO to prepare and submit to the Board of Trustees not later than 31st March in each year a report in such form as may be directed by the Board of Trustees on the activities of HYPREP during the preceding year for each approved HYPREP.

(5) The report referred to in sub-paragraph (4) of this paragraph shall include a copy of the audited accounts for the projects for that year and of the auditor's report thereon, which shall be submitted to the Minister for approval.

(6) The Board of Trustees shall cause HYPREP to open and maintain an escrow account with a designated bank for approved projects into which all funds made available shall be deposited by HYPREP.

(7) Deposits into, and payments out of the designated project bank account referred to in sub-paragraph (6) of this paragraph shall only be for the respective approved projects and not co-mingled with other monies of HYPREP.

12. The PCO shall prepare and submit to the HYPREP Governing Council—

Annual
Reports.

(a) not later than 31st March in each year a report in such form as the HYPREP Governing Council may direct on the activities of HYPREP in the immediate preceding year and shall include in the report a copy of the audited accounts of HYPREP for that year and of the auditor's report thereon ; and

(b) an interim report at 6 months interval before the due date for the Annual Report.

13.—(1) Subject to the approval of the Governing Council, the HYPREP may accept gifts of land, money or other property on such terms and conditions, if any, as may be specified by the person or organization making the gift.

Power to
accept Gifts.

(2) HYPREP Governing Council Members, Board of Trustees and Employees shall not accept any gift if the conditions attached by the person or organization making the gift are inconsistent with the objectives of this Notice, any other law, rule or order governing the code of conduct for public officers.

14.—(1) There is established a Trust Fund (in this Notice referred to as "the Ogoni Trust Fund") into which shall be paid the initial sum of One Billion Dollars (\$1,000,000,000) over a period of 5 years for the implementation of the UNEP report on Ogoniland in accordance with the approved work programme and value of work done, in the following ratio—

Establishment
of the Ogoni
Trust Fund.

(a) Joint Venture Partners 90 per cent to be made in accordance with their participating interests ;

(b) Refineries 5 per cent ; and

(c) Other Local Operators 5 per cent.

(2) HYPREP shall, subject to the approval of the HYPREP Governing Council apply the proceeds of the Ogoni Trust Fund towards—

(a) the remediation of Ogoniland ;

(b) the execution of programmes and projects approved in the work plan of HYPREP in respect of the Ogoni Remediation Project ;

- (c) the administrative cost associated with Ogoni Remediation Project ;
- (d) the payments of fees of experts or professionals appointed by HYPREP pursuant to the approval of the HYPREP Governing Council for Ogoni Remediation Project ; and
- (e) any expenditure connected with all or any of the approved mandates of HYPREP in relation to the Ogoni Remediation Project.

(3) Contributions to the Ogoni Trust Fund specified in sub-paragraph (1) of this paragraph shall be—

(a) made into the designated account of the Ogoni Trust Fund by each Participating Entity ; and

(b) obtained from all participating entities prior to obtaining any further contributions from the participating entities into the Ogoni Trust Fund.

(4) The Trust Fund shall be used only for the Ogoni Remediation Project.

(5) Upon the recommendation of the Governing Council, the Minister may establish any other Trust Fund under HYPREP as may be necessary, for any other approved HYPREP Projects, other than the Ogoni Remediation Project after due consultation and agreement with Fund Contributors.

(6) Any Trust Fund established pursuant to this paragraph shall be managed by the Board of Trustees established in paragraph 15 of this Notice.

(7) Contributions into any Trust Fund established under this paragraph by the Participating Entities or Fund Contributors shall only be for Petroleum Operations.

Establishment
and
Composition
of Board of
Trustees of
the Ogoni
Trust Fund.

15.—(1) The Ogoni Trust Fund shall be managed by a Board of Trustees answerable to the Minister.

(2) The Board of Trustees shall consist of the following—

(a) Chairperson to be appointed by the President on the recommendation of the Minister ;

(b) Minister of State for Environment ;

(c) Minister of Finance ;

(d) Minister of State for Petroleum Resources and Chairman of the Board of Nigerian National Petroleum Corporation ;

(e) two representatives from Ogoniland ;

(f) three participating International/Contributing Oil Companies (Shell, AGIP and Total) ;

(g) one representative of other communities in the Niger-Delta ;

(h) one representative of the Non-Governmental Organizations (NGOs) that are active in environmental matters ; and

(i) one representative of the United Nations Environmental Programme (UNEP) as an observer.

(3) The Chairperson of the Board of Trustees shall be a person of proven integrity and experience in financial management.

(4) The supplementary provisions set out in the Second Schedule to this Notice shall apply in relation to the proceedings of the Board of Trustees and other matters therein specified.

16. Members of the Board of Trustees other than representatives of the Oil Companies and the UN, shall be paid such sitting allowances as the Federal Government may, from time to time, direct upon the recommendation of the Minister.

Allowance
of members
of the Board
of Trustees.

17. Members of the Board of Trustees other than the ex-officio members shall hold office—

Tenure of
Office of
Board of
Trustees.

(a) on part-time basis for a term of 4 years in the first instance and may be reappointed for a further term of 4 years and no more ; and

(b) on such terms and conditions as may be specified in their Letter of Appointment.

18.—(1) Notwithstanding the provision of paragraph 17 of this Notice, a member of the Board of Trustees shall cease to be a member where the member—

Cessation of
membership
of the Board
of Trustees.

(a) resigns appointment as a member of the Board of Trustees by notice, written by the member and addressed to the Minister ;

(b) ceases to be a representative of the entity the member represents ;

(c) becomes of unsound mind ;

(d) becomes bankrupt or makes a compromise with creditors ;

(e) is convicted of a felony or of any offence involving dishonesty or corruption ;

(f) becomes incapable of performing official duties either arising from an infirmity of mind or body ; or

(g) the President is satisfied that it is not in the interest of the Trust Fund or public for the person to continue in office as a member.

(2) Where a vacancy occurs in the membership of the Board of Trustees, it shall be filled by the appointment of a successor to hold office for the remainder of the term of office of the predecessor and the successor shall represent the same interest as the predecessor.

Functions of
the Board of
Trustees.

19.—(1) The functions of the Board of Trustees are to—

(a) carry out financial oversight that ensures the use of financial controls and that funds are prudently utilized in accordance with established financial policies related to HYPREP ;

(b) liaise with and manage disbursement of the funds, gifts and grants-in-aid from national, bilateral and multilateral organizations, agencies and bodies, including Fund Contributors and Participating Entities, for any approved Project related to an established Trust Fund ;

(c) release funds to the PCO as approved by the HYPREP Governing Council ;

(d) carry out internal and external financial audit of allocated or disbursed funds ;

(e) ensure that funds are timely made available for the implementation of activities as may be approved by the HYPREP Governing Council ; and

(f) execute an escrow agreement with an Escrow Bank approved unanimously by the Board of Trustees ; and

(g) ensure that the PCO prepares a funding schedule for each Calendar Year at least prior to 30th September of the previous Calendar Year and each Funding Schedule shall set out the estimated cash requirements of HYPREP, for each quarter of the Calendar Year to which it relates, for the project execution based on the annual work programme and annual budget approved by the Governing Council.

(2) The escrow account to be opened pursuant to the escrow agreement (“Escrow Account”) referred to in sub-paragraph (1) (f) of this paragraph, shall provide and the Board of Trustees shall ensure that, within the Escrow Account, sub-accounts (the “Sub-Accounts”) are established in respect of each Fund Contributor to the related Trust Fund.

Appointment
of Project
Co-ordinator
for
HYPREP.

20.—(1) There shall be appointed by the Minister, a Project Co-ordinator for HYPREP (in this Notice referred to as “the Project Co-ordinator”).

(2) The Project Co-ordinator shall—

(a) be appointed based on advertisement and competitive selection process in line with international best practice ;

(b) possess a minimum of Masters Degree and be experienced in the field of Environmental Sciences ;

(c) be a person of proven integrity ;

(d) be responsible to the HYPREP Governing Council for the day-to-day administration of the Project Co-ordination Office ;

(e) hold Office for a term of 4 years in the first instance and may be reappointed for another term of 4 years and no more ; and

(f) be paid such remuneration as may be determined by the HYPREP Governing Council.

21.—(1) There shall be established a Project Co-ordination Office under the supervision of the Project Co-ordinator.

Structure of
the Project
Co-
ordination
Office.

(2) The HYPREP Co-ordination Office shall consist of the following Units—

- (a) Environmental Remediation ;
- (b) Livelihoods and Sustainable Development ;
- (c) Communication and Community Engagement ;
- (d) Security ;
- (e) Procurement ;
- (f) Finance and Administration ;
- (g) Legal Services ; and
- (h) Monitoring and Evaluation.

22. The Project Co-ordination Office (the PCO), shall—

Functions of
the Project
Co-
ordination
Office.

(a) provide leadership and requisite supervision to ensure the successful execution of the HYPREP ;

(b) be accountable for the overall delivery of the execution of the HYPREP, including annual plans, delivery by the contractors and within agreed budget ;

(c) develop project plan and budget provisions for the execution of the HYPREP ;

(d) supervise contractors to ensure timely and qualitative project delivery ;

(e) provide periodic risk and project updates to the HYPREP Governing Council and the Board of Trustees ;

(f) maintain repository of all project documents ;

(g) ensure compliance with existing applicable Laws and Governance or-Control Framework ;

(h) ensure that procurement and tendering processes are in line with the Public Procurement Act, 2007 and consistent with the international best practices ;

(i) manage and execute all aspects of contracting relations under the highest standards of integrity and ethical behavior and comply with all applicable Laws and Regulations ;

(j) ensure proper contract documentation and apply transparent and impartial procedures in the selection of contractors and management of contracts ;

(k) formulate procedures for the due diligence of third party contractors, agents, intermediaries and vendors ("Due Diligence Procedures for Contractors"), which shall be reviewed and approved by the HYPREP Governing Council ; and

(l) develop and execute a communications plan in collaboration with all stakeholders.

Appointment
of the Legal
Adviser and
other Staff.

23.—(1) There shall be appointed by the HYPREP Governing Council a Legal Adviser who shall be the Secretary to the Board of Trustees.

(2) The HYPREP Governing Council may as it considers necessary, appoint such other staff—

(a) for HYPREP on contract basis for a period of not more than 2 years renewable for such further period not exceeding 2 years ; and

(b) on secondment from the State or Federal Civil Service in accordance with the Public Service Rules.

(3) The remuneration of staff of the HYPREP shall be determined by the Governing Council in accordance with the rules of remuneration of public officers in the Constitution.

Establishment
of Central
Representatives
Advisory
Committee.

24.—(1) There is established for the HYPREP a Central Representatives Advisory Committee (CRAC) to be approved by the Governing Council.

(2) The CRAC shall consist of the—

(a) the Project Co-ordinator as chairperson ;

(b) one representative each of—

(i) the state government of the impacted area where HYPREP is operational,

(ii) the IOCs,

(iii) Civil Society Organization,

(iv) Traditional Rulers, and

(v) UNEP ; and

(c) 6 representatives of Ogoni Communities and any other impacted community for which a trust fund is established pursuant to paragraph 14 (5) of this Notice.

25. The Central Representatives Advisory Committee shall perform the following functions—

Functions of
Central
Representatives
Advisory
Committee.

(a) establish and maintain a primary contact between the HYPREP and the communities referred to in paragraph 24 (c) of this Notice ;

(b) interface with all the stakeholders ;

(c) communicate progress of the project, including employment and business opportunities to the community ;

(d) prepare its communication or engagement budget under the supervision of the PCO ;

(e) address grievances from the Communities ;

(f) meet on a monthly basis ; and

(g) convene sub-committees as may be required and approved by the PCO.

26.—(1) Security for the HYPREP shall be provided by the Office of the National Security Adviser, the Military, Department of State Security, the Nigeria Police, and the Nigerian Security and Civil Defence Corps.

Security.

(2) The National Security Adviser shall provide the framework for the security arrangement.

27.—(1) A Monitoring and Evaluation Mechanism shall be established and outsourced to Experts and Civil Society Organizations to ensure independent feedback.

Monitoring
and
Evaluation.

(2) The Mechanism shall—

(a) develop measures and indicators to evaluate all HYPREP activities ;

(b) ensure compliance with all extant laws and regulations governing the project ; and

(c) ensure that the project outputs and outcomes meet the required standards and expectations of the HYPREP.

28.—(1) In the event of any dispute that may arise in connection with HYPREP between impacted communities, oil companies, contractors and Government—

Dispute
resolution
mechanism.

(a) there shall be established a dispute resolution mechanism to assist in the resolution of the dispute ; and

(b) parties to the dispute shall meet and attempt in good faith to resolve the dispute through negotiation.

(2) Where the Parties to the dispute (which includes a community) fail to resolve a dispute through negotiation, they shall submit the dispute to

mediation or conciliation to a Zonal Representative Committee who shall endeavour to resolve the dispute amicably between the parties.

(3) Where the dispute remains unresolved by the Zonal Representative Committee, Parties shall submit the dispute to the Central Representative Committee for resolution.

(4) Any Party to a dispute not satisfied with a decision of the Central Representative Advisory Committee shall submit same to the Governing Council who shall resolve the dispute.

(5) Notwithstanding the provisions of this paragraph, where a dispute involves a crime, the matter shall be reported to the Nigeria Police or any other Law Enforcement Agency for investigation and prosecution.

(6) Where a dispute remains unresolved after applying any of the ADR mechanisms referred to in this paragraph, any party to the dispute may submit the dispute for settlement by arbitration in accordance with the provisions of the Arbitration and Conciliation Act Cap A.18, Laws of the Federation of Nigeria, 2004.

(7) Parties shall respect and execute the decision of the arbitrators without delay unless such decision has been overturned on appeal.

(8) Each party shall bear its own cost of arbitration.

(9) The venue of any arbitration shall be the Regional Centre for International Commercial Arbitration, Lagos, Nigeria.

Revocation
and Savings.

29.—(1) The Notice of the Establishment of the Hydrocarbon Pollution Restoration Project Unit, Ministry of Petroleum Resources, 2014 is revoked.

(2) Nothing in this Notice shall invalidate or otherwise or prejudicially affect anything done or purported to be done under the revoked Notice.

Interpretation.

30. In this Notice—

“*Fund Contributors*” shall mean companies, entities, including Participating Entities or individuals contributing to the Ogoni Trust Fund or any Trust Fund established pursuant to this Notice ;

“*Joint Venture Partners*” means NNPC and the International Oil Companies currently operating in Nigeria ;

“*Minister*” means the Minister responsible for Environment or any such person or officer so designated ;

“*Ministry*” means the Federal Ministry responsible for environment ;

“*HYPREP*” means the Hydrocarbon Pollution Remediation Project ;

“*International Oil Companies*” means Shell Petroleum Development Company of Nigeria Ltd (Shell), Nigeria Agip Oil Company Ltd (Agip) and Total Nigeria Ltd (Total) ;

"Ogoni Trust Fund" means the Trust Fund established pursuant to paragraph 14 of this Notice for the implementation of the UNEP Report recommendation in Ogoniland ;

"Ogoni Restoration Project" means the activities to be carried out in accordance with this Notice for the implementation of the UNEP Report recommendation in Ogoniland ;

"Participating Entities" means NNPC, International Oil Companies or entities contributing to the Ogoni Trust Fund ;

"Petroleum Operations" shall have the meaning ascribed to it in the Petroleum Profits Tax Act ;

"President" means the President of the Federal Republic of Nigeria ;

"Project" means such restoration work programme as may be approved by the HYPREP Governing Council at any given time ;

"Public Officer" means a person holding any office specified in Part II of the Fifth Schedule of the Constitution of the Federal Republic of Nigeria ; and

"Two Alternates" for the purpose of paragraph 4 (2) (g) of this Notice means Nigeria Agip Oil Company Ltd (NAOC) and Total Nigeria Ltd.

31. This Notice may be cited as the Establishment of the Hydrocarbon Pollution Remediation Project, Federal Ministry of Environment Notice, 2016. Citation.

FIRST SCHEDULE

[Paragraph 4 (4)]

SUPPLEMENTARY PROVISIONS RELATING TO THE HYPREP GOVERNING COUNCIL

Proceedings
of the
HYPREP
Governing
Council.

1.—(1) Meetings of the HYPREP Governing Council shall be held at least once every 4 months unless otherwise agreed by the HYPREP Governing Council.

(2) Notice of meeting of the HYPREP Governing Council shall be issued by the Chairperson to the members of the HYPREP Governing Council at least 14 days prior to the meeting of the HYPREP Governing Council.

(3) The notice shall specify the date, time and agenda, in detail, of the meeting and attach any supporting documents.

(4) The HYPREP Governing Council shall meet for the conduct of its business at such places in Nigeria and on such days as the Chairperson may appoint.

(5) Every meeting of the HYPREP Governing Council shall be presided over by the Chairperson and where the Chairperson is unable to attend a particular meeting, the Minister of Budget and National Planning shall preside at the meeting.

(6) Each member of the HYPREP Governing Council shall be entitled to require the Chairperson to include additional items on the agenda by written notice to the Chairperson and the other members of the HYPREP Governing Council not less than 7 days prior to the meeting of the HYPREP Governing Council and attach any supporting documents.

(7) For any meeting of the HYPREP Governing Council, the period of notices stipulated in this schedule may be waived with the consent in writing of all members of the HYPREP Governing Council.

(8) Each member of the HYPREP Governing Council shall have one vote on all matters for decision.

(9) Where a member is absent at any particular meeting of the HYPREP Governing Council, the member may cast his vote by proxy.

(10) One or more members of the HYPREP Governing Council may participate in and vote at a meeting of the HYPREP Governing Council by means of a video conference which allows all persons participating in the meeting to hear and communicate with each other.

(11) Any member of the HYPREP Governing Council who participates in a meeting of the HYPREP Governing Council under sub-paragraph (9) of this Schedule shall be deemed to be present in person for all purposes of the meeting and shall count towards the quorum.

(12) A member of the HYPREP Governing Council who is unable to attend a meeting of the HYPREP Governing Council may issue a proxy to any other person authorising such person to attend on his behalf and to cast his votes.

(13) Each proxy shall be executed in writing by the member of the HYPREP Governing Council and presented at the relevant meeting of the HYPREP Governing Council.

(14) A properly executed and delivered proxy shall remain valid for the period specified in the proxy and any appearance and voting by proxy shall satisfy the quorum and voting requirements.

(15) Each member shall, within 14 days after receiving drafts of minutes of any meeting, return the minutes with its comments to the Secretary who shall within 14 days thereafter forward the final draft to the members of the HYPREP Governing Council.

(16) The minutes of each meeting shall be approved by the HYPREP Governing Board of Trustees at the next meeting and copies thereof shall be furnished to all members of the HYPREP Governing Council.

2. Any member of the HYPREP Governing Council who has a personal interest in any contract or arrangement entered into or proposed to be considered by the HYPREP Governing Council shall resign with immediate effect.

Conflict of interest.

3.—(1) The quorum for a meeting of the HYPREP Governing Council shall be 7 members of the HYPREP Governing Council.

Quorum.

(2) If within 2 hours from the time appointed for the holding of a meeting of the HYPREP Governing Council, a quorum is not present, the meeting shall stand adjourned to the next day in the same week or if that day is a public holiday, to the next business day thereafter, at the same time and place as the original meeting, or to such other day and at such other time and place as the HYPREP Governing Council may determine.

SECOND SCHEDULE

[Paragraph 15 (4)]

SUPPLEMENTARY PROVISIONS RELATING TO THE BOARD OF TRUSTEES

Proceeding
of meetings
of the Board
of Trustees.

1.—(1) The Board of Trustees shall have the power to regulate their proceedings and make standing orders with respect to the holding of their meetings, notices to be given, the keeping of minutes of their proceedings, the custody and production for inspection of such minutes and such other matters as the Board of Trustees may, from time to time, determine.

(2) There shall be at least 2 ordinary meetings of the Board of Trustees in every calendar year and subject thereto, if the Chairperson is requested to do so by notice given to the Chairperson by not less than 6 other members, the Chairman shall convene a meeting of the Board of Trustees to be held within 14 days from the date on which the notice was given.

(3) Every meeting of the Board of Trustees shall be presided over by the Chairperson.

(4) The quorum of any meeting of the Board of Trustees shall consist of the Chairperson and six members representing different interests in the Trust Fund.

(5) The Board of Trustees shall meet for the conduct of its business at such places in Nigeria and on such days as the Chairperson may appoint.

(6) A question put before the Board of Trustees at a meeting shall be decided by consensus and where this is not possible, by majority of the votes of the members present and voting provided such majority includes at least 2 trustees (including the NNPC) representing the participating entities and the Chairman shall not have a casting vote except in the case of a tie vote.

(7) Where the Board of Trustees seeks the advice of any person on a particular matter, the Board of Trustees may invite that person to attend its meetings for such period as it thinks fit, but a person who is invited by virtue of this paragraph shall not be entitled to vote at any meeting of the Board of Trustees and shall not count towards the quorum.

(8) The Board of Trustees shall bear the cost of any person invited to its meeting pursuant to sub-paragraph (7) of this paragraph.

(9) The validity of any proceedings of the Board of Trustees shall not be affected by—

- (a) any vacancy in the membership of the Board of Trustees ;
- (b) reason that a person not entitled to do so took part in the proceedings ; or
- (c) any defect in the appointment of a member.

(10) Each member shall, within 14 days after receiving drafts of minutes of any meeting, return the minutes with its comments to the Secretary who shall within 14 days thereafter forward the final draft to the members of the Board of Trustees.

(11) The minutes of each meeting shall be approved by the Board of Trustees at the next meeting and copies thereof shall be furnished to all members of the Board of Trustees.

2. Any member of the Board of Trustees who has a personal interest in any contract or arrangement entered into or proposed to be considered by the Board of Trustees shall resign with immediate effect. Conflict of interest.

MADE at Abuja this 8th day of December, 2016.

AMINA J. MOHAMMED
Honourable Minister of Environment