

THE CURRENT LEGAL FRAMEWORK FOR LEGAL AFFAIRS WORK IN VIETNAMESE UNIVERSITIES: FUNCTIONS, ORGANISATION AND REFORM DIRECTIONS

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ABSTRACT

University autonomy expands institutional decision-making but simultaneously increases legal exposure, accountability and the need for professional compliance systems. This article examines the current Vietnamese legal framework for legal affairs work in universities, with particular attention to the Higher Education Law 2025 and Decree No. 55/2011/ND-CP as amended by Decree No. 56/2024/ND-CP. The 2024 amendment is significant because it expressly brings public service units, including public universities, within the legal-affairs framework and identifies five principal functions: drafting and reviewing internal regulations, documents and contracts; advising on legal issues; disseminating and educating staff about law and institutional rules; monitoring and inspecting compliance; and performing other legally assigned tasks. The Higher Education Law 2025, effective from 1 January 2026, further strengthens the relationship between autonomy and accountability, requires truthful disclosure, internal quality assurance, self-inspection, digital governance and protection of the lawful rights of learners and employees, and introduces major transitional changes to the governance of public universities. The article analyses the institutional position of university legal-affairs units and their work in internal rule-making, academic administration, human resources, finance, procurement, public assets, research, intellectual property, international cooperation, student affairs, data governance, dispute prevention and legal education. It argues that the existing framework provides an important foundation but remains incomplete, especially for private universities and for determining organisational independence, staffing standards, professional privilege, mandatory review procedures and performance indicators. The article proposes a risk-based model of university legal governance built on early legal involvement, a central regulatory register, systematic compliance monitoring, specialised professional development, digital legal management and clear accountability of university leaders.

Keyword: *University legal affairs; Higher education governance; University autonomy; Public service units; Internal regulations; Compliance management; Legal risk; Vietnamese law.*

1. INTRODUCTION

Universities operate in a highly regulated environment in which academic, administrative, financial and social responsibilities intersect. A university recruits and employs a diverse workforce, admits and assesses learners, develops and awards qualifications, manages public or private assets, concludes domestic and international agreements, conducts research, processes large quantities of personal data and makes decisions capable of significantly affecting individual rights. Each of these activities is governed by a combination of education law, administrative law, labour law, civil and

commercial law, financial law, intellectual-property law, data-protection law and sector-specific regulations. Legal compliance is therefore not an occasional administrative requirement but a continuous condition of lawful university governance.

The expansion of university autonomy has made professional legal affairs even more important. Autonomy allows institutions to determine matters such as enrolment, programmes, organisation, personnel, research, cooperation, finance and asset use within the limits prescribed by law. The same autonomy shifts responsibility for the legality, quality and consequences of

institutional decisions from external authorities to the university itself. A decision that was previously made or closely approved by a supervisory body may now be made internally by the rector, president, governing council or another competent organ. Autonomy without a reliable legal-control mechanism can consequently increase rather than reduce institutional risk.

The concept of university legal affairs extends beyond responding to litigation or checking the wording of contracts. It includes the systematic organisation of legal compliance throughout the institutional decision-making cycle: identifying applicable rules; translating external law into internal policies; reviewing draft decisions; advising governing and executive bodies; monitoring implementation; educating staff and learners; resolving complaints; preserving evidence; representing the institution in disputes; and recommending legal or organisational reform. In modern governance terms, the university legal-affairs function is both an advisory service and a preventive compliance mechanism.

Vietnamese law historically regulated legal organisations mainly in ministries, provincial specialised agencies and state-owned enterprises. Decree No. 55/2011/ND-CP did not originally establish a direct and complete framework for public service units. Decree No. 56/2024/ND-CP changed this position by expressly adding public service units to the scope of the legal-affairs regime. It defines the legal-affairs organisation in a public service unit as a professional unit advising the management council and the head of the unit on legal matters connected with its organisation, management and operation. This amendment creates a direct regulatory basis for strengthening legal affairs in public universities.

A second major development is the Higher Education Law No. 125/2025/QH15, effective from 1 January 2026. The Law defines autonomy as the power to make proactive decisions associated with accountability and defines accountability through disclosure, transparency, reception and response to stakeholder recommendations, reporting and submission to supervision and inspection. It places compliance with the Constitution and law among the principles of higher education and requires universities to protect stakeholder rights, conduct self-inspection, disclose accurate information and

apply technology with safeguards for data, security and fairness.

The 2025 Law also restructures the governance environment in which legal affairs operates. Public university councils established under the previous statutory model ceased operating from 1 January 2026, with documents and responsibilities transferred to the rector and the direct managing authority under transitional rules. Universities must review their organisational regulations and other internal instruments to ensure compatibility with the new framework. This transition substantially increases the need for coordinated legal review because powers, procedures, delegations and accountability channels must be redistributed without interrupting institutional operations.

This article analyses the current framework and practical content of legal affairs work in Vietnamese universities. It first clarifies the concept, characteristics and role of the function. It then examines its statutory foundation and organisational models, followed by the principal areas of work. Finally, it identifies limitations and proposes reforms aimed at transforming legal affairs from a reactive administrative activity into an integrated system of legal governance and risk prevention.

2. THE CURRENT LEGAL FRAMEWORK FOR LEGAL AFFAIRS WORK IN VIETNAMESE UNIVERSITIES

2.1. Concept, Characteristics and Role of University Legal Affairs

Legal affairs work in a university may be understood as the organised professional activity through which the institution ensures that its governance, management and educational operations are carried out in accordance with law, its charter and internal regulations, while protecting the lawful rights and interests of the institution and its stakeholders. The function connects external legal requirements with internal decision-making. It does not replace the authority of the rector, governing council, management council or specialised units; rather, it supplies legal analysis, procedural assurance and compliance monitoring so that those authorities may exercise their powers lawfully.

The function has several distinctive characteristics. First, it is interdisciplinary.

University lawyers must understand not only general administrative and civil law but also academic regulation, quality assurance, qualifications, research ethics, public finance, procurement, state assets, employment, intellectual property, international education, student discipline and digital governance. A legally correct answer in one field may be institutionally incomplete unless its implications for another field are considered. For example, an international research agreement may simultaneously raise questions of foreign cooperation, intellectual property, data export, financial management and academic integrity.

Second, university legal affairs is closely linked to internal rule-making. Universities exercise many powers through their charter, organisational and operational regulation, academic regulations, financial regulations, employment rules, codes of conduct, research policies and decisions of competent officers. These instruments are not legislative acts in the formal sense, but they create binding internal standards and directly affect staff and learners. Legal affairs must therefore ensure proper competence, consistency with superior law, procedural fairness, clarity, accessibility and enforceability.

Third, the function is preventive. The greatest value of legal advice is often realised before a decision is signed, a programme is announced, a tender is opened or a contract is concluded. Early legal involvement can identify lack of authority, procedural defects, unlawful conditions, hidden liabilities and inconsistencies between institutional rules. Advice provided only after a complaint, inspection finding or lawsuit has arisen is necessary but more costly and less capable of protecting institutional reputation.

Fourth, university legal affairs serves both institutional interests and public-law values. A university lawyer is expected to protect the institution, but protection cannot mean defending unlawful conduct or concealing non-compliance. The durable interest of the university lies in legality, academic integrity, fair treatment and trustworthy decision-making. The legal-affairs function must therefore be capable of giving independent professional advice even where that advice is inconvenient to a proposed policy or senior manager.

Fifth, the function operates in a multi-stakeholder environment. University decisions affect learners, families, lecturers, researchers, employees, investors, partner institutions, employers, local communities and regulatory authorities. Legal problems frequently arise because these groups have different expectations and unequal access to information. Effective legal affairs requires consultation, transparent procedures, reasoned decisions and accessible grievance mechanisms, not merely formal compliance with documentary requirements.

The role of university legal affairs can be grouped into four dimensions. The first is legality: ensuring that decisions and activities remain within statutory powers and comply with applicable rules. The second is rights protection: safeguarding the lawful rights of learners, staff, the institution and external partners. The third is risk governance: identifying and controlling legal, financial, operational and reputational risks. The fourth is institutional development: using legal analysis to improve structures, procedures and policy quality rather than simply preventing violations.

A mature legal-affairs system also supports institutional memory. Universities often experience leadership changes, reorganisations and decentralisation. Without a central record of legal opinions, delegations, contracts, disputes, inspection conclusions and regulatory obligations, the institution may repeat mistakes or apply inconsistent standards. Legal affairs should maintain a reliable knowledge base that allows new managers and units to understand the legal history of important decisions.

2.2. Statutory Foundation and Organisational Position

The most direct legal basis for legal affairs in public universities is Decree No. 55/2011/ND-CP as amended by Decree No. 56/2024/ND-CP. The amendment expands the scope of the Decree to public service units and recognises their legal-affairs organisation as a professional unit that advises the management council and the head of the unit on legal issues connected with organisation, management and operation. Public universities established and operated as public service units therefore fall within this framework.

Article 5a, added by Decree No. 56/2024/ND-CP, defines the core tasks of a legal-affairs

organisation in a public service unit. It is required to lead or coordinate the drafting, amendment and review of internal rules, regulations, documents and contracts as assigned; advise on legal issues relating to the organisation and operation of the unit; disseminate and educate public employees and workers about law and institutional regulations; monitor, urge and inspect implementation; and perform other tasks assigned by the management council, the head of the unit or the law. These duties provide a concise statutory model that can be adapted to the university context.

Article 10a provides organisational flexibility. Depending on legal-affairs needs, the competent authority may establish a specialised legal-affairs organisation or section, or assign a public employee to perform legal-affairs work. The creation of a dedicated organisation must comply with the rules on establishment and reorganisation of public service units. This model recognises that institutions differ in size and complexity, but it also creates a risk that legal affairs will be treated as a secondary part-time assignment even in universities with extensive regulatory exposure.

The amended Decree also establishes lines of professional guidance and management. A legal-affairs organisation, specialised section or assigned public employee in a public service unit is subject to professional guidance from the legal organisation of its managing authority and to state management of legal-affairs work by the Ministry of Justice. This arrangement promotes consistency, but universities require additional sector-specific guidance from the Ministry of Education and Training because many of their legal questions are inseparable from academic governance and quality regulation.

Decree No. 56/2024/ND-CP further imposes responsibility on the head of a public service unit. The head must build and strengthen the legal-affairs organisation, directly direct and inspect legal-affairs work, provide staff, funding and necessary operating conditions, and report annually or upon request to the managing authority for consolidation and transmission to the Ministry of Justice. These provisions make legal affairs a leadership responsibility rather than a matter left solely to the assigned lawyer.

The Decree permits public service units to apply the professional standards and support regimes established for legal-affairs officials when selecting, assigning and providing benefits to legal-affairs personnel. The underlying standards emphasise legal qualifications, integrity, responsibility, objectivity and professional training. Universities should treat these standards as a minimum and supplement them with expertise relevant to higher education, contracts, employment, research, intellectual property and data governance.

The Higher Education Law 2025 supplies the substantive governance context. Article 3 links autonomy with accountability and describes accountability through disclosure, transparency, response to stakeholder recommendations, reporting and supervision. Article 4 places compliance with the Constitution and law at the foundation of higher education while recognising autonomy, self-responsibility and accountability. These provisions make legal compliance an integral component of autonomy rather than an external limitation on it.

Article 14 grants universities broad authority over enrolment, programmes, research, finance, assets, personnel and cooperation while imposing responsibilities for quality, digital transformation, financial obligations, disclosure, stakeholder feedback, self-inspection, reporting and protection of lawful rights. Legal affairs should support both sides of this framework: enabling legitimate autonomous action and ensuring the performance of corresponding duties. An excessively restrictive legal office may frustrate autonomy, while an overly permissive one may expose the institution to unlawful decisions.

The Law also affects the internal location of legal affairs. Article 15 allows the organisational structure to include functional departments, boards and other units and requires the structure to be specified in the university organisational and operational regulation issued by the rector or president in accordance with ministerial guidance. The legal-affairs unit should therefore have a clearly defined mandate, reporting line, authority to access information and review procedures in that regulation rather than relying only on informal practice.

Article 16 makes the rector or president the legal representative of the university and responsible

for management and operation in accordance with law and the institutional organisational regulation. This concentration of executive responsibility requires the legal-affairs function to have direct access to the rector and to provide timely advice on major decisions. In private universities, Article 17 retains a governing council representing stakeholders and supervising development, resource use and accountability. Legal affairs should be available to both the council and executive leadership while preserving clarity about who is authorised to instruct counsel and receive confidential advice.

A major transition applies to public universities. Article 46 of the Higher Education Law 2025 terminated the operation of public university and public higher-education councils from 1 January 2026 and required the transfer of relevant records to the rector. Internal documents previously issued by those councils continue temporarily until replaced or repealed, but generally for no longer than twelve months from 1 January 2026. Legal-affairs units must therefore map former council powers, identify affected regulations and decisions, revise delegations and ensure continuity of legally necessary approvals.

The direct statutory framework is stronger for public universities than for private universities. Decree No. 56/2024/ND-CP applies to public service units and does not create an equivalent mandatory structure for private institutions. Private universities remain bound by the Higher Education Law, enterprise and investment rules, labour law and their charter, and they face comparable or greater contractual and regulatory risk. The absence of a specific organisational standard should not be interpreted as reducing the need for professional legal affairs. It instead reveals a regulatory gap that should be addressed through sectoral guidance and accreditation or governance standards.

Other legal instruments supplement the framework. The Law on Promulgation of Legal Normative Documents 2025 and Decree No. 78/2025/ND-CP are relevant when universities participate in policy consultation or when their managing authorities request drafting support. The Law on Dissemination and Education of Law provides the foundation for legal education. Rules on monitoring law implementation, grassroots democracy, complaints, denunciations, public employees, labour, procurement, public assets,

intellectual property, personal data, cybersecurity and archives shape the content of daily legal-affairs work. The function is therefore governed by a legal network rather than a single education-sector instrument.

2.3. Principal Contents of Legal Affairs Work in Universities

The first and most visible area is the development and review of internal regulations. A university requires an organisational and operational regulation, academic regulations, rules on admissions, assessment, graduation, research, finance, procurement, asset management, employment, discipline, complaints, information disclosure and many other matters. Legal affairs should maintain an inventory identifying the legal basis, issuing authority, effective date, amendment history and unit responsible for each instrument. Without such an inventory, inconsistent or expired rules may continue to be applied.

Legal review should examine competence, legal basis, procedure, content and drafting quality. The proposed issuing authority must possess the relevant power under law and the institutional regulation. Mandatory consultation, academic review or staff participation must be completed. The substantive provisions must not reduce statutory rights, create unauthorised fees, impose disproportionate sanctions or conflict with superior regulations. Definitions, responsibilities, deadlines, appeal routes and transitional arrangements should be clear enough for consistent application.

The 2026 governance transition makes this work urgent for public universities. Instruments formerly issued by public university councils must be classified into those that may continue temporarily, those requiring immediate replacement and those rendered incompatible by the new allocation of powers. Legal affairs should prepare a transition matrix that identifies the new competent authority, required consultation, implementation deadline and risk of interruption. Decisions on personnel, finance, organisational structure and delegations deserve particular attention because actions taken without proper authority may be invalid or challengeable.

The second area is legal advice for governance and executive decisions. The legal-affairs unit should review draft resolutions, decisions, delegations, organisational changes and major policies before

approval. Advice should identify the legal issue, relevant provisions, available options, risks and recommended safeguards. Where the law allows discretion, the lawyer should distinguish between what is prohibited, what is legally required and what is a policy choice. This distinction prevents legal advice from being used to disguise managerial preferences as mandatory law.

The third area concerns academic administration. Universities must comply with rules on licensing, programme standards, enrolment, programme development, assessment, recognition of learning, graduation and qualifications. Legal affairs should work with academic and quality-assurance units to ensure that programme decisions are within the university's authorised scope and are supported by proper processes and records. Public announcements and admissions materials should accurately reflect approved programmes, locations, modes of delivery, fees and learner entitlements.

Academic decision-making requires procedural fairness. Decisions on examination irregularities, suspension, expulsion, degree revocation or academic misconduct may have serious consequences. Institutional regulations should define the alleged violation, evidence standard, notice, opportunity to respond, decision-maker, conflict-of-interest rules and appeal process. Legal affairs should advise on difficult cases and review templates so that similar matters are treated consistently. Fair procedure is both a legal safeguard and a condition of academic legitimacy.

The fourth area is employment and public-employee management. Universities recruit lecturers, researchers, administrators, visiting experts and contract workers under different legal regimes. Legal affairs should review recruitment notices, employment contracts, appointment decisions, workload rules, evaluation systems, remuneration policies, disciplinary procedures and termination decisions. Particular care is needed where an academic appointment, managerial position and employment relationship are governed by different instruments and may end through different procedures.

A university legal office should also advise on equality, workplace conduct, occupational safety and prevention of harassment and discrimination. Complaints involving supervisors, research leaders or senior academics present risks of

retaliation and conflicts of interest. The institution needs confidential reporting channels, impartial investigation and protection of all participants. Legal affairs should not necessarily conduct every investigation, but it should ensure that the process is lawful and appropriately independent.

The fifth area is finance, tuition, procurement and assets. Public universities manage state resources and may also generate service, research and cooperation income. Legal affairs should verify the legal basis for fees and charges, financial authority, procurement method, contracting conditions, use of public property, joint ventures and disposal of assets. Article 14 of the Higher Education Law 2025 allows institutional authority over finance and assets within the law, while Article 41 requires disclosure and transparency of tuition and service charges. Autonomous financial power does not displace public-finance obligations.

Procurement and construction projects create substantial legal exposure. Poorly drafted specifications, inappropriate contractor-selection methods, unauthorised contract amendments or inadequate performance security can lead to financial loss and inspection findings. Legal affairs should participate at the planning stage, not merely review the final contract. It should establish standard clauses, decision thresholds, conflict declarations and a process for documenting deviations from approved terms.

The sixth area is contract management. Universities conclude contracts for goods, services, construction, research, licensing, sponsorship, student services, dormitories, technology, consultancy and cooperation. A contract-review procedure should classify agreements by value and risk, identify authorised signatories, require confirmation of budget and procurement compliance, and preserve the final signed version with supporting documents. Standard templates can improve efficiency, but they must allow adaptation to the transaction rather than encouraging mechanical use.

Contract review should address subject matter, deliverables, payment, intellectual property, data protection, confidentiality, warranties, liability, insurance, termination, dispute resolution and governing law. Agreements with foreign partners require additional attention to language priority, currency, tax, sanctions, data transfer, recognition

of qualifications and enforceability. Legal affairs should maintain a contract register that records responsible units, expiry dates, renewal notices and outstanding obligations.

The seventh area is research, innovation and intellectual property. Universities create inventions, software, databases, publications, teaching materials and confidential know-how. Legal affairs should help define ownership among the university, researchers, sponsors and partners; establish disclosure and commercialisation procedures; and protect academic freedom and publication rights. Research agreements should address background and project intellectual property, access to data, authorship, confidentiality and benefit sharing.

Research compliance also includes ethics, human participants, biological safety, export controls, conflicts of interest and research integrity. Article 3 of the Higher Education Law 2025 expressly defines academic integrity, and Article 18 assigns the scientific and academic council an advisory role in this field. Legal affairs should coordinate with ethics and academic bodies without replacing their scientific judgment. Its role is to ensure lawful authority, fair process, data protection and consistency with contractual obligations.

The eighth area is international cooperation and investment. Cooperation may involve joint programmes, exchange, research, foreign lecturers, branch campuses, representative offices or cross-border digital delivery. Article 43 of the Higher Education Law 2025 requires compatibility with Vietnamese law, transparency and protection of learner and stakeholder rights. Legal affairs should conduct due diligence on partners, verify approvals, review recognition arrangements and ensure that marketing does not promise qualifications or pathways beyond the authorised programme.

The ninth area is learner rights and student affairs. Universities process admissions, tuition, scholarships, accommodation, discipline, welfare and complaints. Legal affairs should help design clear student contracts or enrolment terms, codes of conduct and grievance procedures. Rules should be published before they are applied and should distinguish academic judgment from administrative legality. Students must know where to complain, what deadlines apply and

whether a decision may be reconsidered or appealed.

Legal affairs should pay particular attention to vulnerable learners, accessibility and equal access to digital systems. Article 10 of the Higher Education Law 2025 requires equal access to digital infrastructure and transparency where technological solutions affect management, governance or academic decisions. Automated admissions screening, plagiarism detection, remote proctoring and learning analytics may improve efficiency but can create bias, privacy and due-process risks. Legal review should evaluate the legal basis, data used, human oversight and opportunities to challenge results.

The tenth area is personal data, cybersecurity and information governance. Universities hold identity records, academic results, health information, research data, video surveillance, biometric access data and staff files. Legal affairs should coordinate with information-technology and records units to classify data, define access, manage consent and other processing grounds, establish retention periods and respond to breaches. Contracts with cloud, learning-platform and research-service providers must allocate security and data-protection responsibilities.

Information governance also involves transparency and confidentiality. Article 14 requires truthful and complete disclosure of organisation, activities, quality and finance, yet universities must protect personal data, examination security, confidential research, trade secrets and legally protected internal information. Legal affairs should establish a disclosure matrix identifying what must be published, what may be released on request and what must remain restricted. A consistent classification system reduces both unlawful secrecy and accidental disclosure.

The eleventh area is complaints, denunciations, inspections and disputes. Legal affairs should advise on receiving, classifying and resolving petitions, ensuring that jurisdiction, deadlines and procedural rights are respected. It should track recurrent issues and recommend policy changes rather than treating each complaint as isolated. Where a matter proceeds to court, arbitration or administrative review, the unit should preserve evidence, coordinate representation and assess settlement options.

Dispute management should be linked to lessons learned. After an inspection conclusion, adverse judgment, settlement or significant complaint, legal affairs should conduct a root-cause review. The problem may arise from an unclear regulation, inadequate delegation, poor recordkeeping, insufficient training or deliberate non-compliance. Corrective action should include responsible persons, deadlines and verification. Otherwise, the institution may resolve the immediate case while leaving the underlying risk unchanged.

The twelfth area is dissemination and education of law. Decree No. 56/2024/ND-CP expressly assigns this function to legal-affairs organisations in public service units. University legal education should be targeted rather than limited to circulating documents. Senior managers require training on authority and accountability; academic units need guidance on programme and assessment rules; procurement staff need contract and conflict training; researchers need intellectual-property and integrity guidance; and learners need understandable information about rights and duties.

The thirteenth area is monitoring and internal compliance review. Legal affairs should develop an annual compliance plan based on institutional risk. It may review whether required disclosures were made, contracts were signed by authorised persons, programme approvals were properly documented, procurement records are complete and complaint decisions met deadlines. Monitoring should not duplicate internal audit or quality assurance. The functions should coordinate through a shared risk map while retaining their distinct professional perspectives.

Finally, legal affairs should participate in policy development. Universities possess practical knowledge about the impact of education regulations and should provide evidence-based comments on draft legislation. The legal-affairs unit can consolidate problems identified by academic and administrative units, distinguish implementation difficulties from policy disagreement and formulate proposals. This feedback function helps improve both institutional rules and the national higher-education framework.

2.4. Limitations and Directions for Improvement

Despite the strengthened legal basis, university legal affairs in Vietnam continues to face structural limitations. The first is unequal regulatory coverage. Public universities are expressly included within the public-service-unit framework of Decree No. 56/2024/ND-CP, whereas private universities are not subject to an equivalent organisational requirement. Yet private institutions exercise powers over learners and staff, manage substantial investment and conclude complex commercial and international arrangements. Sectoral guidance should establish functional minimum standards applicable to all universities while allowing different organisational forms.

The second limitation is organisational inconsistency. Legal affairs may be located in an inspection office, administrative office, organisation and personnel department or another unit, and may be assigned to one employee as an additional duty. Combining functions can be efficient in a small institution, but it can also create conflicts. A person responsible for drafting or implementing a decision may later be expected to independently review its legality. Universities should separate advisory, decision-making and assurance roles where risk is significant.

The third limitation is insufficient access to leadership and information. Legal advice is ineffective if the legal officer receives a nearly completed decision immediately before signature or is excluded from negotiations. Internal regulations should require early referral of defined categories of matters and provide access to relevant documents and meetings. The legal-affairs head should report directly to the rector or president for executive matters and have a channel to the governing council in private institutions when oversight or conflicts involving management are concerned.

The fourth limitation is a reactive professional culture. Some institutions consult lawyers only after a dispute, inspection or adverse media report. A preventive model requires legal-risk assessment during planning, budgeting, programme design and partnership development. Each major proposal should identify legal authority, required approvals, affected rights, contractual implications and compliance controls. Legal affairs should be treated as part of project

design rather than an obstacle appearing at the end.

The fifth limitation is the rapid and fragmented development of law. Higher-education activities are governed by numerous instruments issued by different authorities. The new Higher Education Law 2025 itself contains provisions taking effect at different dates and extensive transitional requirements. Universities need a central regulatory register and an obligation for each responsible unit to confirm implementation. Legal affairs should issue concise change notices that explain operational consequences rather than merely forwarding the text of new documents.

The sixth limitation concerns professional capacity. A law degree is essential but not sufficient for complex university practice. Legal-affairs personnel require skills in administrative procedure, drafting, negotiation, procurement, employment, intellectual property, data governance and dispute resolution. They also need an understanding of academic culture and quality assurance. Continuing professional development should be planned annually, and universities should create networks to share anonymised precedents, model clauses and implementation experience.

The seventh limitation is weak measurement. Reports often describe the number of documents reviewed or training sessions delivered without assessing whether risk was reduced. A performance framework should include timeliness of review, percentage of high-risk contracts reviewed before signature, implementation of corrective actions, reduction in repeated violations, compliance with disclosure deadlines, dispute outcomes and stakeholder satisfaction. Quantitative indicators must be combined with qualitative evaluation because an apparently high volume of advice may reflect recurring systemic failure.

The eighth limitation is inadequate documentation of legal advice. Oral consultation is useful for urgent matters, but significant decisions require a record of the issue, facts, applicable rules, options and conclusion. Standard legal-opinion templates should distinguish binding legal requirements from risk-based recommendations. A secure repository should preserve advice and control access. This protects institutional memory and

allows later reviewers to understand the basis of a decision.

The ninth limitation relates to independence and confidentiality. Vietnamese law identifies the tasks and organisational possibilities of legal affairs but does not fully define professional privilege or protection for internal university legal advice. Universities should adopt internal rules requiring confidentiality, protection from retaliation for good-faith legal warnings and escalation where proposed conduct is clearly unlawful. External counsel should be available where the internal unit lacks expertise or faces a conflict of interest.

The tenth limitation is the transition to digital and artificial-intelligence-enabled governance. Digital contracts, electronic approvals, learning platforms and automated decision tools create new evidence, security and fairness questions. Legal affairs must work with technology specialists to define identity authentication, electronic record retention, system accountability, vendor audit rights and incident response. The legal function itself should use digital workflow tools, but automated legal research or document review must remain subject to competent human verification.

Several reforms are therefore necessary. First, the Ministry of Education and Training, in coordination with the Ministry of Justice, should issue specific guidance on legal affairs in higher-education institutions. The guidance should clarify the relationship between Decree No. 56/2024/ND-CP and university governance, define a model mandate, recommend staffing criteria and address private institutions. It should also provide a standard annual report and a minimum list of matters requiring legal review.

Second, organisational form should be risk-based. A large multidisciplinary university, an institution with hospitals or enterprises, or a university conducting extensive international and research activity should have a dedicated legal-affairs unit with specialised staff. A smaller institution may assign qualified personnel or share services, but it should maintain clear responsibility and access to external expertise. The relevant factors should include size, legal complexity, autonomy, annual contracting value, number of learners, research activity and past compliance findings.

Third, universities should adopt a legal-review regulation. It should specify which draft regulations, contracts, procurement decisions, international agreements, disciplinary matters, data projects and major transactions must be reviewed; when documents must be submitted; what information is required; who may waive review; and how disagreements are escalated. A review requirement without sufficient time or information becomes a formality and should not be treated as effective control.

Fourth, universities should create an integrated compliance-management cycle. The cycle begins with identification of legal obligations and institutional risks, followed by allocation of responsible units, internal controls, training, monitoring, incident reporting, corrective action and leadership review. Legal affairs, internal audit, inspection, quality assurance, data protection and finance should coordinate through a compliance committee or regular risk meeting. Coordination should avoid duplication while ensuring that no major obligation falls between organisational boundaries.

Fifth, the transition under Article 46 of the Higher Education Law 2025 should be managed as a formal legal project. Public universities need a complete inventory of documents issued by former councils, a map of powers transferred to the rector or managing authority, revised signature and delegation rules, and communication to staff and partners. Replacement of internal instruments should be prioritised according to legal and operational risk rather than attempted through a single rushed revision.

Sixth, legal affairs should strengthen rights-based governance. Regulations affecting learners and employees should be drafted in accessible language, published before application and accompanied by fair hearing and review mechanisms. The legal office should analyse complaint data and propose systemic improvements. Protecting rights is not inconsistent with institutional discipline; predictable and fair procedures make legitimate rules easier to enforce.

Seventh, universities should invest in digital legal infrastructure. A central system should store the regulatory register, internal rules, delegations, contract metadata, legal opinions, litigation files, inspection conclusions and compliance actions.

Automated reminders can identify expiring contracts and reporting deadlines. Access controls and audit logs are necessary because legal records may contain confidential and personal information.

Eighth, professional development should combine general legal-affairs training with higher-education specialisation. Possible modules include academic decision-making, programme regulation, public procurement, research contracting, intellectual property, employment, student discipline, international collaboration, personal data, cybersecurity and AI governance. Universities with law faculties can support training and research, but the operational legal-affairs function must remain professionally accountable and not be treated as an incidental teaching assignment.

Ninth, the legal-affairs function should be evaluated by leadership and subject to periodic external review. Review may consider independence, staffing, workload, referral compliance, quality of advice, document management, training and implementation of recommendations. The purpose is not to measure whether the legal office always approves management proposals. A high-quality function is one that gives accurate, practical and timely advice and enables lawful alternatives when the original proposal is unsuitable.

Finally, reform should promote a culture in which legal compliance is shared. The legal office cannot monitor every academic and administrative action. Unit heads remain responsible for understanding and implementing rules within their functions, and the rector remains accountable for institutional management. Legal affairs should provide the system, advice and assurance that enable those responsibilities to be performed. The objective is not legal centralisation but legally informed governance across the university.

3. CONCLUSION

Legal affairs work has become an essential element of university governance in Vietnam. Decree No. 56/2024/ND-CP provides, for the first time, an express and structured basis for legal-affairs organisations in public service units. Its model of internal rule and contract review, legal advice, legal education, compliance monitoring and leadership responsibility is directly relevant

to public universities and offers a useful functional benchmark for the sector as a whole.

The Higher Education Law 2025 further increases the importance of the function. Autonomy is expressly linked with accountability, transparency, self-inspection and protection of stakeholder rights. Universities receive broad authority over academic, organisational, financial and technological matters, but they must exercise that authority within law and demonstrate responsible governance. The termination of public university councils and the temporary continuation of their documents create an immediate need for systematic legal transition and revision of internal powers and regulations.

The current framework nevertheless remains incomplete. It does not establish equivalent organisational requirements for private universities, detailed criteria for creating dedicated legal units, mandatory review procedures, professional independence or measurable performance standards. In practice, limited staffing, late consultation, fragmented regulations and weak legal-information systems may reduce legal affairs to a reactive administrative task.

A stronger model should be preventive, risk-based and integrated. It should give legal professionals early access to decision-making, require review of high-risk matters, maintain a central regulatory and contract system, coordinate compliance functions, develop specialised expertise and use complaint and inspection outcomes to improve institutional rules. Such a model will not only reduce violations and disputes. It will strengthen academic integrity, protect learners and staff, support legitimate autonomy and enhance public trust in Vietnamese higher education.

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