INSTRUMENT OF GOVERNMENT FOR SOUTHERN REGIONAL COLLEGE

In accordance with the requirements of Article 11 of The Further Education (Northern Ireland) Order 1997, this document provides for the constitution of Southern Regional College and shall be known as the Instrument of Government for Southern Regional College.

PART 1 - INTERPRETATION

1. In this Instrument of Government, the following expressions shall have the meanings indicated in this paragraph:-

"Instrument" means this Instrument of Government;

"College" means Southern Regional College and includes any organisation or company established by the College unless otherwise stated;

"Order" means The Further Education (Northern Ireland) Order 1997;

"Department" means the Department for the Economy;

"Articles of Government" mean the Articles of Government for Southern Regional College in accordance with the requirements of the Order;

"Governing Body" means the Governing Body of Southern Regional College as constituted under the requirements of the Order and this Instrument;

"member", unless the context otherwise requires, means a member of the Governing Body and includes the Chairperson and the vice-chairperson.
For the purposes of Schedule l, "member" means a member of a Governing Body other than the Chairperson;

"Chairperson" means the Chairman of a Governing Body as provided for under Article 3 of Schedule 3 to the Order and as appointed in accordance with Part VI of this Instrument;

"Principal and Chief Executive" means the person who has been appointed by the Governing Body to be responsible for the day-to-day management of the College;

"staff' means all staff of the College;

"staff members" means the members elected by the staff of the College to the Governing Body in accordance with paragraph 5c of this Instrument;

"student member" means the member elected by the student body to the Governing Body in accordance with paragraph 5d of this Instrument;

"secretary" means the person appointed by the Governing Body to perform the duties of secretary for that body.

2. The Interpretation Act (NI) 1954 shall be deemed to apply to this Instrument.

PART II- APPOINTMENT AND COMPOSITION OF THE GOVERNING BODY

3. The charitable purpose of the College is the advancement of education for the benefit of the public by the provision and conduct of an institution of further education in accordance with any trust deed regulating the College and the provisions of the Order, any relevant regulations, orders or directions made by the Department and, subject thereto, in accordance with the provisions of this Instrument, the Articles of Government, and any rules or standing orders made under the Articles.

4. The Department shall appoint all members of the Governing Body of the College after consultation with such bodies or persons as appear to the Department to be appropriate and in accordance with the code of practice issued by the Commissioner for Public Appointments for Northern Ireland.

5. The Governing Body of the College, pursuant to the requirements of the Order, shall comprise not less than 12 nor more than 18 members who shall be selected in accordance with the following categories:-

    a. not less than one-half who are, or have been, engaged or employed in business, industry or any profession;

b. the Principal and Chief Executive of the College;

c. one or two members, being permanent members of staff of the College and elected by the staff of the College. One shall be elected by teachers employed at the institution from among such teachers and one shall be elected by other persons employed at the institution from among such other persons;

d. one member, being a student at the College and elected by the student body;

e. up to two members who were nominated by the Education Authority (or its predecessor) prior to 29th November 2016 and whose term of appointment has not expired; and

f. up to two members co-opted by the other members of the Governing Body, not being members of staff or full-time students of the College, to bring added expertise and experience in differing aspects of activity relevant to the work of the College and which are considered not to be adequately covered by other members of the Governing Body.

6. The elections to be held to identify those members to be appointed under sub-paragraphs 5c and 5d shall be conducted in accordance with rules made by the Governing Body. These rules, or any amendments made thereto, shall be made after consultation with such persons as appear to the Governing Body to be representative of each category of persons entitled to elect such members.

7. When the office of a member of the Governing Body is or falls vacant, it shall be filled so as to maintain the requirements of paragraphs 4, 5 and 6 of this Instrument.
The Governing Body shall notify the Department when any such vacancy occurs.
Further:-

a. in the case of a vacancy arising in the membership appointed under sub-paragraph 5a the Department shall appoint a person to fill the vacancy; and

b. in the case of a vacancy arising in the membership appointed under sub-paragraphs 5b, 5c, 5d and 5f, the Governing Body shall submit the name of the replacement to the Department for appointment.

PART 111 - TENURE OF OFFICE

8. Subject to the provisions set out elsewhere in this Instrument:-

a. members of the Governing Body shall hold and vacate office in accordance with the terms of their appointment subject to Schedule 1 ;

b. a member of the Governing Body, other than the person who is the Principal and Chief Executive or the student member, shall hold office for a period of four years;

c. the Principal and Chief Executive shall remain a member of the Governing Body while holding office as the Principal and Chief Executive of the College;

d. the student member shall ordinarily hold office for one year, from 1 October until the following 30 September or until ceasing to be a student at the College, whichever is the earlier. When the student is appointed after 1 October, the period of office shall end on the following 30 September;

e. the staff members shall hold office until their terms of office expire or until they cease to be employed by the College in a permanent capacity, whichever is the earlier; and

f. members of the Governing Body, other than the Principal and Chief Executive, may resign their office at any time by giving notice in writing to the secretary.

PART IV - PERSONS INELIGIBLE TO BE MEMBERS

9. A person shall not be eligible to be appointed or remain as a member of the Governing Body if any of the circumstances set out in Schedule 1 to this Instrument apply.

10. Where, by virtue of the requirements set out in Schedule l, a member subsequently becomes disqualified from holding office as a member, that member shall immediately notify and confirm in writing this position to the secretary.

11. If at any time the Governing Body is satisfied that any of its members:-

    a. has become a person to whom Schedule 1applies;

    b. has been absent, without special reason recognised by the Governing Body, for a period exceeding six months from all meetings of the Governing Body (or any of its committees or sub-committees to which that member has been appointed, as provided for under the Articles of Government);

    c. having been appointed in accordance with sub-paragraphs 5a, 5e or 5f, is or subsequently becomes a full-time student or a member of the staff of the College, a member of staff of any other College or a member of the Governing Body of any other College;

    d. has failed to comply with the requirements set out in Part V; or,

    e. without prejudice to other provisions in this paragraph, has become unfit or unable to discharge their function as a member of the Governing Body,

    the Governing Body shall, having given notice in writing to the member of its intention to do so, make application to the Department to have the member removed from office. In the event of an application being made, the Department shall notify the person concerned that such an application has been received and shall afford that member an opportunity to respond before a decision is reached.

12. Where any person is disqualified under Schedule l, the disqualification shall cease:-

    a. if that person's estate had been sequestrated, when the sequestration is recalled or reduced or they are discharged under or by virtue of The Insolvency (Northern Ireland) Order 1989;

    b. if adjudged bankrupt, on the discharge from bankruptcy or from the date of annulment if the bankruptcy order is annulled;

c. if disqualified because that person had made an arrangement with creditors, or granted a trust deed for creditors or a composition contract, the disqualification shall cease when the arrangement or, as the case may be, the trust deed or composition contract is no longer in force; or

d. if that person is no longer included:

i. on a list kept by the Department of Education under Regulation 8 of the Education (Prohibition from Teaching or Working with Children) Regulations (Northern Ireland) 2007; or

ii. in the list maintained as required by Article 6 of The Safeguarding Vulnerable Groups (Northern Ireland) Order 2007.

PART V - CODE OF CONDUCT

13. All members of the Governing Body shall formally adopt the code of conduct attached as Schedule 2 to this Instrument setting out the principles to underpin the governance and management of the College. All members of the Governing Body are required to uphold and abide by the code as a condition of appointment.

14. Except with the approval of the Department, no members of the Governing Body shall take or hold any interest in any property held or used for the purpose of the College.

15. The Governing Body shall prepare and maintain a register of interests in accordance with the requirements set out in Schedule 3 to this Instrument. The register shall be made available during normal office hours at the College to any person wishing to inspect it.

16. Subject to paragraph 17, where, whether before or during any meeting of the Governing Body (or any committee or sub-committee of the Governing Body as provided for in the Articles of Government), any members become aware that they, or any person related to or connected with them, have a material interest in or relating to any matter to be or being considered, they shall declare such interest and withdraw from the meeting during such consideration and shall not vote on any question relating to the matter. This shall be recorded in the minutes of the meeting.

17. Subject to paragraph 18, nothing in paragraph 16 shall require the Principal and Chief Executive, a member of staff or a student to declare an interest or withdraw from

consideration of any matter where their interest exists only by reason of their being the Principal and Chief Executive, a member of staff or a student.

18. Notwithstanding paragraphs 16 and 17, the Principal and Chief Executive, the staff members and the student member shall, unless invited to remain by a resolution of the other members present, withdraw from any meeting including meetings of any committees where any of the circumstances set out in Schedule 4 to this Instrument apply.

19. The requirements set out in paragraphs 14 and 16 shall not prevent members of the Governing Body from considering and voting upon proposals for the College to insure members against liabilities arising out of their office or prevent the College from obtaining such insurance and paying the premiums.

PART VI - APPOINTMENT OF CHAIRPERSON AND VICE-CHAIRPERSON

20. Subject to paragraph 22, the Chairperson of the Governing Body constituted under this Instrument, shall be selected and appointed by the Department.

21. Subject to paragraph 22, at the first meeting of the fully constituted Governing Body, the members shall appoint a vice-chairperson from among their number.

22. The Principal and Chief Executive, the staff members and the student member shall not be eligible for appointment as Chairperson or vice-chairperson.

23. The Chairperson shall hold office for such period as the Department may determine subject to a maximum of four years. The Chairperson and vice-chairperson retiring at the end of their respective terms of office may be eligible for reappointment, subject to the provisions set out in Parts II, III and IV of this Instrument.

24. If both the Chairperson and vice-chairperson are absent from any meeting of the Governing Body, the members present shall choose one of their number to act as Chairperson for that meeting, subject to the provisions of paragraph 22.

25. The Chairperson and vice-chairperson may resign their respective offices at any time by giving notice in writing to the secretary. The secretary shall advise the Department in writing of the resignation of the Chairperson or vice-chairperson.

26. Where there is a vacancy in the position of Chairperson, and before the Department has appointed a permanent replacement, the Department will invite expressions of

interest from eligible members of the Governing Body to act as Chairperson in a temporary capacity.

Emergency Situations:

26A. Where there is a vacancy in the position of Chairperson, and the Department considers that there is an emergency situation, that the circumstances within the College are such that the position of Chairperson is required to be filled immediately to ensure the efficient and effective operation of the college, the Department can appoint a person, outside existing eligible members, to fill the position in a temporary capacity.

26B. A person appointed in accordance with paragraph 26A shall be appointed for a period of time to be approved by the Commissioner for Public Appointments for Northern Ireland, such period not to exceed 12 months.

26C. Subject to paragraph 26B, Schedule 1 applies to the appointment of a person in accordance with paragraph 26A.

27. At the first meeting following the expiry of the term of office of the vice-chairperson, or following the resignation of the vice-chairperson, the members shall appoint a new vice-chairperson from amongst those of their number who are eligible for such office.

28. The secretary to the Governing Body shall advise the Department of the name of the person appointed to the office of vice-chairperson of the Governing Body.

PART VII - SECRETARY TO THE GOVERNING BODY

29. The Governing Body shall appoint a secretary to the Governing Body. The person so appointed shall not hold another position within the College. The person appointed may become a member of staff by virtue of appointment to this post but shall not be a member of the Governing Body.

30. The person appointed must be capable of taking responsibility for organising the business of the Governing Body and for advising it on points of procedure.

PART VIII - COPIES OF INSTRUMENT OF GOVERNMENT

31. A copy of this Instrument shall be:

a. given to every member of the Governing Body;

b. made available during normal office hours at the College to any person wishing to inspect it; and

c published on the College's website.

PART IX - AMENDMENT OF INSTRUMENT OF GOVERNMENT

32. This Instrument may be modified or replaced only with the approval of the Department and subject to the terms of the Order provided that the charitable purpose of the College shall not be altered without consultation with the Charity Commission for Northern Ireland.

PART X - DATE OF COMMENCEMENT OF INSTRUMENT OF GOVERNMENT

33. This Instrument shall apply with effect from: 15/10/26

Signed and sealed: The Governing Body of Southern Regional College **Date** 05 October 2026

On behalf of the Governing Body of Southern Regional College

Signed and Sealed: **Date** 15 Oct 2026

On behalf of the Department for the Economy

SCHEDULE 1

PERSONS INELIGIBLE TO BE MEMBER OR CHAIRPERSON OF A GOVERNING BODY

1.Persons shall not be eligible for appointment as a Chairperson of the Governing Body where they have previously served two full terms of office, of four years each, whether or not consecutive, as a Chairperson of the Governing Body. No account shall be taken of any term of office served as a Chairperson of a previous governing body established prior to 2007.

2. Persons shall not be eligible for appointment as a member of the Governing Body:-

- where they have previously served two full terms of office, of four years each, whether or not consecutive, as a member of the Governing Body, unless they are the current Principal and Chief Executive. No account shall be taken of any term of office served as a member of a previous governing body established prior to 2007;

- if they are a member of the governing body of another college;

- if they are a full-time student of the College, except as the elected student member;

- if they are a member of staff of the College, except where they are the Principal and Chief Executive or the elected staff member or if they are a member of staff of another institution of further education;

- if they are a Member of the Northern Ireland Assembly;

- if they have been removed from the membership of a governing body of an institution of further education established under the Order;

- if they have been removed from the Governing Body or its equivalent in any organisation grant-aided for the purposes of providing education;if they have, within five years of the date their appointment would take effect, been convicted in a court in the United Kingdom, the Channel Islands, the Isle of Man or the Irish Republic of any offence and have been sentenced to imprisonment (whether suspended or not) for a period of not less than three months without the option of a fine;

- if they are included in a list kept by the Department of Education under

Regulation 8 of the Education (Prohibition from Teaching or Working with Children) Regulations (Northern Ireland) 2007;

- if they are included (other than provisionally) in the list maintained as required by Article 6 of The Safeguarding Vulnerable Groups (Northern Ireland) Order 2007;

- if their estate has been sequestrated, they have been adjudged bankrupt, they have made an arrangement with their creditors, or they have granted a trust deed for their creditors or a composition contract; or

- if the Department reasonably believes that the member is not fit to hold office.

SCHEDULE 2

A CODE OF CONDUCT FOR THE GOVERNING BODY OF

SOUTHERN REGIONAL COLLEGE

1. Ministers expect that the conduct of those they appoint to serve on the boards of public bodies will be above reproach.

2. Like others who serve the public, public appointees are expected to uphold the seven principles of public life set by the Committee on Standards in Public Life. The seven principles are:

- Selflessness holders of public office should act solely in terms of the public interest;

- Integrity - holders of public office must avoid placing themselves under any obligation to people or organisations that might try to inappropriately influence in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships;

- Objectivity holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias;

- Accountability - holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this;

- Openness - holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing;

- Honesty - holders of public office should be truthful; and

- Leadership - holders of public office should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour whenever it occurs.

3. The Governing Body acknowledges and accepts these principles in the conducting of its business and that of the College.

SCHEDULE 3

REGISTER OF INTERESTS

1. The register of interests, compiled in accordance with the requirements set out in Part V of this Instrument shall contain information in respect of each member of the Governing Body as follows:-

    a. a list of all business interests held;

    b. membership of public bodies including local councils, Education Authority, health trusts and the governing bodies of other educational establishments;

    c. unremunerated posts, honorary positions and other positions that might give rise to a conflict of interest or trust;

    d. the names of any employees of the College either related to the member by virtue of being a spouse, parent, grandparent, child, grandchild, brother, sister, uncle, aunt, nephew or niece. or connected to the member through a close personal relationship; and

    e. a declaration of any significant political activity (including office-holding, public speaking and candidature for election) undertaken in the five years prior to appointment.

2. A copy of the register of interests shall be given to members at the first meeting of the Governing Body in the autumn term of each year and any subsequent amendments to the register shall be announced at the meeting of the Governing Body and details of the amendments recorded in the minutes. Members shall be invited at each meeting of the Governing Body to declare any amendments.

SCHEDULE 4

WITHDRAWAL FROM MEETINGS OF THE GOVERNING BODY

1. Under the terms of paragraph 17 of this Instrument, the Principal and Chief Executive, the staff members and the student member shall, unless invited to remain by a resolution of the other members present, withdraw from any meeting of the Governing Body, including any committee established by the Governing Body, where any of the following circumstances apply.

2. In the case of the Principal and Chief Executive, in relation to consideration of:-

   a. salary or terms and conditions of employment of the Principal and Chief Executive;

   b. appraisal of the Principal and Chief Executive;

   c. retirement of the Principal and Chief Executive;

   d. conduct, suspension, dismissal or any other disciplinary matter relating to the Principal and Chief Executive; or

   e. the appointment of the Principal and Chief Executive's successor.

3. In the case of the staff members, in relation to consideration of:-

   a. their salary or terms and conditions of their employment;

   b. the salary, terms and conditions of employment of any group of employees with which they are associated;

   c. the appointment, promotion, salary, terms and conditions of employment, appraisal, retirement, conduct, suspension, dismissal or any other disciplinary matter of any member of staff holding a post senior to them;

   d. their promotion, conduct, suspension, dismissal or any other disciplinary measure relating to them; or

   e. the appointment of their successor(s).

4. In the case of the student member, in relation to consideration of:-

    a. the member's academic performance;

    b. any disciplinary measure relating to the member; or

    c. the salary, terms and conditions of employment, appraisal, appointment, retirement, promotion, conduct, suspension, dismissal or any other disciplinary measure relating to any employee or prospective employee of the College.

5. A student member who is under the age of 18 shall not vote at a meeting of the Governing Body, or any of its committees, on any question concerning any proposal:-

    a. for the expenditure of money by the Governing Body; or

    b. under which the Governing Body, or any members of the Governing Body, would enter into any contract, or would incur any debt or liability, whether immediate, contingent or otherwise.