

GOVERNANCE

Northern Regional College is an incorporated College of Further and Higher Education, which is governed by a Board of Governors appointed to serve a term of: four-years for business/industry and co-opted appointees, 3-years for staff governor appointees and 1-year for student governor appointees. Specialist sub-committees of the Governing Body deal with specific areas such as Audit & Risk, Education and Resources.

The Principal and Chief Executive of the College is responsible, as its Accounting Officer, for the operational management of the College and for providing strategic advice to the Governing Body and its sub-committees.

Within this section you will find the following information relating to the governance of the College:

- Governance Structure which gives an introduction to the governance of the College and includes the College's Articles of Government and Instrument of Government;
- Governing Body which contains information relating to membership, responsibilities, standing orders and code of ethics.

GOVERNANCE STRUCTURE

The Governing Body is responsible for enabling the College to achieve its primary objective, the provision of high-quality further education and training within a framework of effective accountability.

The Governing Body is responsible for the efficient management and good conduct of all aspects of the College's finances, staffing, property and academic activities.

It is not the role of the Governing Body to manage the College; that is the Executive's role, overseen by the Principal. The Governing Body is there to ensure that appropriate standards of good management are adhered to, that the College operates within the confines of the law, that any decision taken conforms with the College's educational character, aims and objectives, and that all appropriate factors are taken into consideration as part of its decision-making process.

The Articles of Government for the College provide for the Governing Body to delegate to appropriate committees such responsibilities as are expedient for the efficient organisation of the College's business and activities. In this context the Governing Body has established an Audit & Risk Committee, an Education Committee, and a Resources Committee with delegated responsibilities. Members of the Governing Body, other than the Principal or staff and student members, chair these committees. The Governing Body, however, is not permitted by the Articles of Government to delegate responsibility to these committees for a range of matters relating to the mission of the College, the strategic oversight of its activities and arrangements for the effective use of financial, human and property resources (see Articles of Government paragraph 7).

- Articles of Government

The [Articles of Government](#) establish: certain rules of procedure for the conduct of the business of the College; procedures for the Governing Body and its committees in regard to issues such as quorum, declaration of interests, withdrawal and access to papers; appointment and promotion of staff; the conduct, discipline, grievance and dismissal of staff; numbers and structure of staff; and the conduct of the Students' Union. It is the responsibility of the Secretary to the Governing Body to interpret the rules and to advise the Chairperson if at any time it appears that the Governing Body is in breach of them.

- Instrument of Government

The [Instrument of Government](#) establishes: procedures for the appointment and composition of the Governing Body; tenure of office; eligibility for membership; code of conduct; and the appointment of Chairperson and Vice-Chairperson. It is the responsibility of the Secretary to the Governing Body to interpret the rules and to advise the Chairman if at any time it appears that the Governing Body is in breach of them.

THE GOVERNING BODY

The Governing Body are entrusted with public funds and therefore have a particular duty to observe the highest standards of corporate governance at all times and to ensure that they are discharging their responsibilities with due regard for the proper conduct of public business.

The overall aim of the Governing Body is to agree strategies and policies and to ensure that it is able to monitor progress in implementing these. It should ensure that it has objective and effective means of knowing whether the College is being properly managed to fulfil its mission and whether it is in good financial health.

Governors have an important role to play in promoting the College's interests. This includes fostering good relations between the College and the community and ensuring that the College's aims and objectives are understood. Governors will be drawn from a range of professional backgrounds and will have the opportunity to bring their skills and networks to promote and influence partnerships with the College.

The Governing Body of the College comprises of not less than 12 nor more than 18 members, who will be selected from 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 of the College;
- c) two permanent members of staff of the College elected by the staff of the College;
- d) one member, being the Student President of the College elected by the student body;
- e) 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 adequately covered by other members of the Governing Body.

The Department for the Economy for Northern Ireland appoints all business and industry members of the Governing Body of the College and approves all co-opted members nominated by the Governing Body, 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 in Northern Ireland.

- Responsibilities. Governors have responsibilities under the law other than those listed below. In particular, they have responsibility for preventing discrimination and for ensuring health and safety.
- Standing Orders. The Governing Body has agreed Standing Orders; all meetings of the Governing Body are conducted in accordance with the provisions set out in these Orders as indicated below.

- Code of Ethics. The Governing Body has approved a code of conduct which its members are required to uphold and abide by as a condition of their appointment.

Responsibilities of the Governing Body

1. Ensuring that it has objective and effective means of knowing whether the College is being properly managed to fulfil its mission and whether it is in good financial health.
2. The Governing Body may delegate to an appropriate Committee of the Governing Body or the Principal or such other body as the Governing Body may determine, such responsibilities as would be expedient for the efficient organisation of College business and activities.
3. The Governing Body shall ensure that individual governors are given the required information and adequate opportunities to acquire and update the knowledge and skills to enable them to perform effectively as a member of the Governing Body of the College.
4. Notwithstanding paragraph 1 above, the Governing Body shall not delegate responsibility for the following:
 - a) determining the mission of the College and the strategic oversight of its activities and for maintaining its general character;
 - b) the effective use of resources, the solvency of the College and the safeguarding of its assets;
 - c) approving annual estimates of income and expenditure;
 - d) approving a framework for the pay and conditions of service of staff and arranging for the negotiation of such terms with the recognised representatives of such staff;
 - e) approving a framework for managing the appointment, promotion, appraisal, discipline, conduct and grievances of staff; and
 - f) the appointment, appraisal, discipline, conduct and grievance of the Principal and Chief Executive.
5. It is not the function of the Governing Body to become involved in detailed scrutiny of the management and administration and the teaching programmes of the College. Rather, it will encourage the relevant senior staff to get on with the task, within a clear framework of accountability, including the policies and objectives in the College Development Plan.

STANDING ORDERS GOVERNING BODY

1 Meetings

The Secretary shall call meetings of the Governing Body. The notice of meeting, the agenda and all available supporting papers shall be made available at least seven days before meetings.

The non-receipt of notice of any meeting or the agenda or any supporting papers thereof shall not invalidate the proceedings of any such meeting.

Members wishing to place items on the agenda must submit them to the Secretary with supporting statement, not fewer than seven days before the meeting. The Chairperson shall determine which items shall be placed on the agenda but shall report to the Governing Body if any item submitted by a member has been excluded and the Governing Body may decide to include that item on the agenda.

The Chairperson, with the agreement of the Governing Body, may table business of which notice has not been given on the agenda but which he or she considers to be business of urgency, which it was not practicable to include on the agenda.

2 Frequency of Meetings

The Governing Body shall meet not less than six times a year and shall hold such other meetings as may be necessary. Meetings of committees of the Governing Body shall be conducted in accordance with the provisions set out in Part IV of the Articles of Government.

3 Validity of Proceedings

The validity of any proceedings of the Governing Body or of any committees of the Governing Body shall not be affected by a vacancy amongst the members or any defect in the appointment of any member.

4 Special Meetings

A special meeting of the Governing Body may be called at any time by the Chairperson, or at the request in writing of any five members. In addition, a special meeting may be called by the Internal or External Auditors where they wish to discuss the circumstances related to their removal or resignation. Where the Chairperson, or in his absence the Vice-Chairperson, decides that there are matters requiring urgent consideration, it shall be sufficient if the written notice convening the meeting, together with the agenda for the meeting, are delivered within such period being less than seven days as the Chairperson determines.

5 Mandate

Members of the Governing Body shall not be bound in their speaking or voting by mandates given to them by other bodies or persons.

6 Quorum

The quorum for a meeting of the Governing Body shall be six persons of whom at least three should be persons “engaged or employed in business, industry or any profession” and appointed under the provisions of sub-paragraph 5a of the Instrument of Government.

If the number and or the composition of members assembled for a meeting does not constitute a quorum a meeting shall not be held. If in the course of a meeting, the number or composition of members ceases to represent a quorum, then the meeting shall be terminated.

If for lack of quorum a meeting cannot be held, or is terminated prematurely, the Chairperson shall, if he or she sees fit, cause a special meeting to be convened as soon as convenient.

7 Order of Business

The order of business shall be determined by the Chairperson, in consultation with the Secretary. The order of business appearing on the agenda may be altered by the Chairperson with the consent of the Governing Body.

8 Chair

The Chairperson shall preside over all meetings at which he or she is present.

In the absence of the Chairperson, or during a vacancy in the office, the Vice-Chairperson of the Governing Body shall preside over the meetings of the Governing Body.

In the absence of both the Chairperson and the Vice-Chairperson from any meeting of the Governing Body, the members shall elect one of their number not being a staff or student member of the Governing Body to preside over that meeting.

The Chair of the Governing Body by virtue of his/her position is an ex-officio member of the Education Committee and the Resources Committee.

9 Voting

In the absence of unanimity on a particular issue under consideration, the matter shall be decided by a majority of the votes of the members present and voting on the question. Where there is an equal division of votes the Chair of the meeting shall have a second or casting vote. The outcome of a vote shall be recorded in the minutes.

On the requisition of any member, before a vote is taken, who is supported by at least one other member, the voting on any such issue shall be recorded so as to show whether each member present gave his/her vote for or against that issue or abstained from voting.

A member may not vote by proxy.

No resolution of the members may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation in a specific item of business is on the agenda for that meeting.

10 Minutes

Minutes shall be kept of meetings of the Governing Body and any of its committees. Minutes and any papers tabled at meetings should be made available to all members of the Governing Body subject to confidentiality restrictions as set out in Part V and Schedule 4 of the Instrument of Government.

At every such meeting, the minutes of the previous meeting shall be taken as an agenda item, unless the members present decide otherwise, and, if agreed to be accurate, shall be signed as a true record by the Chairperson or in his or her absence, the Vice-Chairperson or other member acting as Chairperson.

The minutes shall include a record of all withdrawals and re-entries as required under Part V and Schedule 4 of the Instrument of Government. Separate minutes shall be taken of those parts of meetings from which any person has withdrawn. Such persons shall only be entitled to see minutes of that part of the meeting if the other members of the Governing Body present agree.

11 Openness and Access to Information

Any question as to whether a person, who is not a member of the Governing Body or the Secretary, may attend a meeting, shall be dealt with by the Chairperson in the first instance subject to ratification at the meeting of the Governing Body, before such person joins the meeting. In any case members of the Senior Leadership Team may normally attend meetings.

The Governing Body shall ensure that, for every meeting, a copy of the agenda, the approved minutes and any final report, document or other paper considered at the meeting shall, in each case as soon as possible, be made available during normal office hours to any person wishing to inspect them.

Excluded from any items being made available, under the terms of the previous paragraph, is material which makes reference to:

a) an employee or former employee of the College or an applicant for employment at the College;

- b) a named student of the College or candidate for admission to the College;
- c) any information, the disclosure of which is prohibited by Instrument of Government or by any enactment or rule of law; or
- d) any matter, which it appears to the Governing Body should be treated as confidential, either permanently or for a specified period.

12 Adjournment

The Chairperson may, with the consent of the majority of those members present and at any meeting of the Governing Body, adjourn the meeting from time to time. The consideration of any business not transacted shall be adjourned to a time fixed by the Chairperson at the time the meeting is adjourned or, if he or she does not fix a time, to the next meeting of the Governing Body.

13 Absence from Meetings

When a member has been absent from three consecutive meetings without the Governing Body's permission, the Governing Body may exercise its powers to seek to have the member removed from office.

14 Unable or Unfit to Discharge the Functions of Membership of the Governing Body

The Governing Body may exercise its powers to seek to have a member removed from office, when he or she is unable or is unfit, in the view of the Governing Body, to discharge the functions of membership.

15 Life Span of Standing Orders

Standing Orders of the Governing Body shall have the same life span as the Governing Body.

NORTHERN REGIONAL COLLEGE CODE OF ETHICS

1 Mission Statement

Ambition is to make our College a partner of choice for students, staff, industry and other stakeholders. To help us achieve this, our vision and core values are outlined in Figure 1.

Figure 11: Our Vision, mission and values



“We provide students with a life-changing, supportive and innovative experience, equipping them with the skills to compete successfully in the global work place and meet the needs of local employers.”

2 Conduct of Business

In order to deliver its Mission Statement, Northern Regional College is committed to ensuring that the arrangements for the conduct of business:

- a) are efficient, effective and economic;
- b) are expeditious and timely;
- c) are open and transparent;
- d) are congenial;
- e) meet relevant legal requirements and obligations;

- f) provide for proper accountability;
- g) provide integrity and objectivity.

3 **Principles of Public Life**

The College is committed to conducting its business in accordance with the “Seven Principles of Public Life” adumbrated in 1995 by the Nolan Committee on standards in public life:

- a) **Selflessness.** Holders of public office should take decisions solely in terms of public interest. They should not do so in order to gain financial or other material benefits for themselves, their families or their friends.
- b) **Integrity.** Holders of public office should not hold themselves under any financial obligations to outside individuals or organisations that might influence them in the performance of their public duties.
- c) **Objectivity.** In carrying out public business, including making public appointments, awarding contracts or recommending individuals for reward and benefits, holders of public office should make choices on merit.
- d) **Accountability.** Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.
- e) **Openness.** Holders of public office should be as open as possible about all the decisions and actions they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.
- f) **Honesty.** Holders of public office have a duty to declare any private interest relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.
- g) **Leadership.** Holders of public office should promote and support these principles by leadership and example.

4 **Ethical Culture**

To support the achievement of its policies, aims and objectives the College shall establish and maintain an appropriate ethical culture. The following general principles and arrangements are in place to promote this culture:

- a) **Students**
 - The College believes that integrity in dealing with its students or prospective students is a prerequisite for success, and an important statement of the value

it offers.

- The College will not give deliberately inadequate or misleading information in its learning programmes or other services.
- In all advertising and public communications, the College will avoid untruths, concealment and overstatement about its programmes and achievements.
- The College will avoid recruitment practices, which involve the offer of financial or other inducements to students.
- The College will deliver learning programmes and support services to meet the individual needs of students, efficiently and effectively to accepted quality standards and will take steps to rectify any shortcomings in the service delivered.
- Learning support, information, advice and guidance offered to students will be impartial and guided by the best interests of the student, not of the College.
- The College will adopt a charter setting out what students and others can expect of the College.
- The College will ensure that complaints are dealt with fairly, openly and efficiently.
- The College will maintain the confidentiality of information on individual students.

b) Educational Partners

- The College will compete vigorously but honestly with other educational institutions offering similar learning opportunities.
- The College will not seek to damage the reputation of competitors either directly or by innuendo.
- The college will provide information on individual students to the Careers Service and other institutions engaged in providing for the learning needs of the student in accordance with agreed procedures and within Data Protection Act guidelines.
- The College will not seek to acquire information regarding competitors by disreputable means.
- The College will not engage in unfair or restrictive practices in regard to the recruitment or retention of students.
- The College will consult with partners who might be affected on any significant proposals for change in the learning programmes or services it offers.

c) Governing Body

- The College adopt a Code of Conduct for its Governing Body consistent with the principles laid down by the Nolan Committee (see paragraph 3) and the requirements of its Instrument and Articles of Government.
- The Code of Conduct will require the maintenance of a register of governors' interest, which will be open to inspection by the public, in sufficient details to allow interests of relevance to college activities to be identified. Interests, which may be sensitive for financial reasons, may be omitted from public inspection, provided governors comply with the requirements of the Instrument of Government in any proceedings of the Governing Body.

- The Governing Body is responsible for the stewardship of the public assets vested in the corporation and for the financial health of the College.
- The Governing Body will adopt procedures, which ensure sound financial decision-making, control and monitoring to meet the requirements of the funding body and public audit.
- The Governing Body will ensure that information on its decisions is made widely available, having regard to proper confidentiality.

d) Management and Staff

- The College will adopt a Code of Conduct for its employees, based on similar principles to that for Governors.
- The Staff Code of Conduct will forbid employees from soliciting or accepting inducements in respect of any matter connected with the operation of the College.
- The Staff Code will respect the freedom within the law of academic staff to question and test received-wisdom, and to put forward new ideas or controversial or unpopular opinions, without placing their employment in jeopardy.
- As Accounting Officer for the College under the Management Statement / Financial Memorandum, the Principal will be responsible for the propriety of financial decision-making, and will advise the Governing Body of any requirements in respect of matters before it.

e) External Relationships

- The College recognises that it is responsible to the community it serves and will take steps to ensure that information on its activities is made widely available.
- The College will be responsive to the community and, within the framework of its own Mission Statement will seek to provide programmes and services relevant to the needs of individuals and employers.
- The College will provide timely and accurate information on individual students to employers or other providing sponsorship.
- The College will ensure that it contracts with organisations, which comply with acceptable ethical standards.

5 Compliance and Verification

- a) The College will require all its employees to adhere to its Code of Conduct for Staff.
- b) The College will create mechanisms by which employees and students can express genuinely held concerns about behaviour or decisions they perceive to be unethical, and have them investigated, with a guarantee of confidentiality where needed.

- c) The Secretary to the Governing Body will be responsible for monitoring adherence to the Governors' Code of Conduct by members of the Governing Body, investigating alleged breaches and reporting to the Governing Body. The Governing Body will decide on any action to be taken.
- d) The Principal will be responsible for initiating and supervising investigations into alleged breaches of the Code of Conduct by members of staff, and for ensuring the appropriate action to be taken.
- e) The College's Auditors may be asked to report on any practice, which appears to breach the code.
- f) The College will ensure that its Codes are published and made widely available.

GOVERNANCE STATEMENT

The Governance Statement for Northern Regional College sets out the governance structures, risk management and internal control procedures that operated within the College during the financial year and up to the date of approval of the Annual Report and Accounts. The Governance Statement has been prepared in accordance with guidance issued by the Department of Finance (DoF) and is aimed at supporting better governance and driving more consistent, coherent and transparent reporting. The Governance Statement can be found in the College Financial Statements.

Governing Body

The most up to date list of Governing Body members can be found in the College Financial Statements.



Professor T Scott
Accounting Officer Northern Regional College

9 March 2021

Date