

Fit and Proper Persons

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Introduction

As a charity and as part of our continued registration with the Office for Students (OfS) the University is required to demonstrate that our members of Council are ‘fit and proper persons’. This is because our members of Council are able to determine how University funds are spent. We therefore require prospective and current members of Council and its committees to complete and return a ‘fit and proper persons’ declaration form as part of our pre-appointment process, and thereafter annually, and to notify us if their circumstances change in-year.

Why is there a ‘Fit and Proper Persons’ test?

The fit and proper persons test exists to ensure that our management arrangements do not present a risk to students or to public funds, and enables the University to demonstrate to the OfS that we are meeting a key condition of registration.

What does ‘Fit and Proper’ mean?

An individual is a ‘fit and proper person’ if they ensure that University funds are used in support of its charitable objectives and for the purposes for which they were given.

The Office for Students defines a fit and proper person as:

- of good character;

- having the qualification, competence, skills and experience that are necessary for their role;
- able by reason of their health, after reasonable adjustments are made, to properly perform the tasks of the office or position for which they are appointed; and
- has not been responsible for, been privy to, contributed to, or facilitated any serious misconduct or mismanagement (whether unlawful or not) in their employment or in the conduct of any entity with which they are or have been associated.

The following are indicators that a person may not be a fit and proper person:

- Disqualification from acting as a company director, or from acting as a charity trustee, as set out in the Company Directors Disqualification Act 1986 or the Charities Act 2011.
- Unspent criminal convictions (excluding driving offences where the penalty is points)
- Undischarged bankrupt
- Subject of any adverse findings in civil proceedings
- Subject of any adverse findings in any disciplinary proceedings by any regulatory authorities or professional bodies.
- Involvement in any abuse of the tax systems.
- Involvement with any entity that has been refused registration to carry out a trade or has had that registration terminated.
- Involvement in a business that has gone into insolvency, liquidation or administration while the person has been connected with that organisation or within one year of that connection.
- Dismissal from a position of trust.
- Involvement with a higher education provider that has had its registration refused or revoked by the OfS or has had similar action taken against it by another regulator (this includes, but is not limited to, serving on a board/governing body, having voting rights, being a significant shareholder/owner, serving in a senior position, etc.)

The University Secretary shall be responsible for carrying out due diligence of OfS 'Fit and Proper Persons' requirements. This will involve consulting official registers of disqualified persons, the insolvency and bankruptcy registers and registered directorships or trusteeships as registered with Companies House. In addition, the University Secretary will arrange for identification and right to work checks to be undertaken and references to be received.

What do I need to do?

Prospective applicants

Following an interview process, the preferred candidate will be informed that their appointment is subject to reference and due diligence checks. They will be required to provide proof of identification and right to work, along with 2 references (one of which should be the current employer, if applicable) and will be required to complete the attached 'fit and proper persons' declaration as part of their selection process. In the event that no concerns on fit and proper due diligence are raised, this will be reported to the Appointments Committee as part of their recommendation to Council for the appointment of the candidate. In the event that due diligence checks raise concerns about the candidate's status as a fit and proper person, further information will be requested and reviewed by the University Secretary and a report made to the Appointments Committee as part of their final recommendation of an appointment to Council.

Continuing members of Council

All members of Council are asked to submit the declaration form annually at the start of each academic year. If you have any changes of circumstances mid-year these should be notified to the University Secretary at the earliest opportunity.

In signing the declaration, you are confirming that you will ensure that funds will be used appropriately in support of our charitable objectives and for the purposes for which they were given, and you are disclosing certain information about yourself that might impact whether or not you are considered to be a 'fit and proper person'. You are also consenting to the University submitting your declaration (on request) to the OfS as evidence that you are a fit and proper person. The OfS will hold and process your information as part of its regulation of the University as an English Higher Education Institution.

If a member makes a declaration in year or as part of their annual declaration, or if the University Secretary should discover something as part of annual checks, then this will be investigated by the University Secretary, who will make a recommendation to the Appointments Committee about an appropriate course of action. This could include removal from the Council if it is determined that the member does not meet the definition of a fit and proper person.

In the case of instances where a decision is made that an existing member is not considered to be a fit and proper person, the University is obliged to consider whether that decision

constitutes a reportable event¹. The OfS Reportable Events Group shall consider this by reference to the OfS Reportable Events regime in force at the time.

How will my data be used?

If you are successful in appointment to Council or are completing the declaration as an existing member of Council, declarations will be retained by the Governance Office until the term of your appointment to Council ends and for a subsequent seven years.

In cases where the University holds personal data relating to individuals as a result of this procedure, the University will comply with the provisions of the Data Protection Act 2018 and all associated legislation at all times. This includes, but is not limited to, ensuring that any personal data held on such individuals is:

- not excessive but relevant and limited to the purpose for which it is held;
- held securely (and in accordance with University policies);
- not shared with third parties (unless this can be lawfully shared in accordance with data protection legislation); and
- not held for any longer than is necessary.

Version control

Version	Keeper	Reviewed	Approved by	Approval date
1.0	Governance	Every 3 years	Appointments Committee	01.02.2024

¹ [Reportable events to the OfS](#)