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‘Fit and Proper Persons’ Policy

Approval Control

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1. Introduction

Elizabeth School of London (ESL) is dedicated to upholding and demonstrating accountability by fostering trust and promoting a culture of openness and transparency. ESL is committed to adhering to the OfS Public Interest Governance Principles, as well as adopting and complying with the CUC Higher Education Code of Governance, which emphasises the values, culture, and conduct of its governing body members.

2. Why is there a 'Fit and Proper Persons' test?

All providers registered with the OfS are required to comply with the OfS Public Interest Governance Principles as part of their ongoing registration requirements. This includes ensuring that all Board of Governor and Senior Leadership Team (SLT) members meet the criteria of being 'Fit and Proper Persons'.

2.1 Definition of 'Fit and Proper Persons':

Defined by the Office for Students, a 'fit and proper person':

- is of good character.
- has the qualifications, competence, skills and experience that are necessary for their role.
- is 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.
- has not been responsible for, been privy to, contributed to, or facilitated any serious misconduct or mismanagement (whether 1 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.
- conviction of a criminal offence anywhere in the world or subject of any adverse finding in civil proceedings, where relevant, including, but not limited to bankruptcy or equivalent proceedings (in the last three years).
- 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 or similar.

3. Process for Appointment of Board of Governors

All governor appointments are made by the Board of Governors on the recommendation of the Nominations and Remunerations Committee. In all cases, members are appointed following a shortlisting based on qualifications, experience and alignment with ESL's needs and then interviewed by the Nominations and Remunerations Committee. Recommendations from the Nominations and Remunerations Committee are made to the Board of Governors.

Appointment to Board of Governors is conditional upon satisfactory fit and proper checks. For the appointment of a governor, the Secretary is responsible for carrying out due diligence on OfS 'Fit and Proper Person' requirements. The Secretary will assess and document whether the appointee:

- Is of good character.
- Has the qualifications, competence, skills and experience that are necessary for their role.
- Is 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.
- Has completed the fit and proper self-declaration and any negative responses have been reviewed by the Secretary.

Due diligence will be conducted for all Board of Governor members as part of the appointment process. The preferred candidate will be notified that their appointment is contingent upon references and due diligence checks, and they will be informed of the specific checks to be carried out.

If no concerns regarding the candidate's fit and proper status arise, this will be reported to the Nominations and Remunerations Committee as part of their recommendation to Board of Governors for the appointment.

However, if the due diligence checks raise concerns about the candidate's suitability as a 'Fit and Proper Person', additional information will be requested and reviewed by the Secretary, with a report submitted to the Nominations and Remunerations Committee as part of their final recommendation to the Board of Governors.

Due diligence will also include documenting:

- The result of the company director search (listing all companies, including ones no longer trading).
- The result of a search of the Charity Commission's website of other trusteeships if the individual has identified a position as a charity trustee.
- Assessing any negative indicators following an internet search on the individual.

4. Reference Checks

For Board of Governor appointments two references will be taken.

5. Annual Review: Board of Governor

Board of Governor members are required to complete an annual self-declaration, confirming they meet the OfS definition of a 'Fit and Proper Person'. This self-declaration will be distributed by the Secretary each year. Members must also promptly inform the Secretary of any changes in their circumstances that could affect their fit and proper status.

If a Governor answers 'yes' to any questions on the self-declaration, they are required to provide additional details. The Nominations and Remunerations Committee will review this information and record the final decision in the individual's fit and proper confirmation form.

If a governor is under review due to the findings of the 'Fit and Proper Persons' check and is part of the Nominations and Remunerations Committee, they will be excluded from participating in the review process.

In the event that:

- the annual self-declaration and any subsequent review by the Secretary and Nominations and Remunerations Committee indicates that a Governor is no longer a 'Fit and Proper Person'
- it comes to light that a Governor has failed to disclose material information on the annual self-declaration and subsequent review by the Secretary and Nominations and Remuneration Committee indicates that a member is no longer a 'Fit and Proper Person'

A recommendation may be made to the Board of Governors for removal from the governing body, and where appropriate, a reportable event made to the OfS.

6. Annual Review: SLT

Annual self-declarations for SLT members will be circulated by the Secretary. The Secretary is responsible for monitoring the returns.

If SLT members have answered 'yes' to any of the questions in the self-declaration, their declaration will be referred to the Nominations and Remunerations Committee who will review the information received and document the final decision on self-declaration confirmation.

If a SLT member is under review due to the findings of the 'Fit and Proper Persons' check and is part of the Nominations and Remunerations Committee, they will be excluded from participating in the review process.

If the annual self-declaration and subsequent review indicates that a SLT member is no longer a 'fit and proper person', then the relevant disciplinary process will be followed, to investigate the issue and decide on a reasonable course of action.

7. Due Diligence Review

A full due diligence review will be carried out for Board of Governor members upon renewal of a term of membership, every three years.

A full due diligence review will be carried out for SLT members every three years, unless a review has been carried out within the preceding twelve-month period.

8. Data

All information provided is kept confidential and managed in line with ESL's Data Protection Policy and as stated in ESL's Data Privacy Notices.