



Fit and Proper Person Policy

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1. Introduction

UK Curriculum and Accreditation Body ('UKCAB'), a registered charity [Charity Registration Number: 1153197], has established and operates the Scholars School System ('SSS'), a provider of higher education programmes.

Both UKCAB and SSS are committed to ensuring and demonstrating accountability through trust, and through a commitment to fostering a culture of openness and transparency.

We are committed to ensuring the Office for Students ('OfS') Public Interest Governance Principles are met. This includes a requirement to ensure that, in accordance with Appendix B of the OfS Regulatory Framework:

“Members of the governing body, those with senior management responsibilities, and individuals exercising control or significant influence over the provider, are fit and proper persons.”

This Policy sets out how UKCAB and SSS comply with this requirement.

2. What is a 'fit and proper person'?

The OfS states that a fit and proper person (the 'OfS Fit and Proper Person Definition'):

- 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; 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.

3. OfS Indicators

The OfS states that the following are indicators that a person may not be a fit and proper person (the 'OfS Indicators'):

- 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;
- 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; and
- 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).

With regards to previous criminal convictions anywhere in the world, the OfS states:

“Based on reasonable enquiries by the provider in which individuals are asked to disclose all relevant matters that occurred in the UK and/or in a foreign jurisdiction. The OfS would not expect individuals to disclose matters that are ‘spent’ under the Rehabilitation of Offenders Act 1974, but they may do so if they wish. Particular consideration will be given to offences of dishonesty, fraud, financial crime or an offence under legislation relating to higher education, further education and charities, whether or not in the UK.”

4. Our Policy

4.1 Relevant persons

The OfS states that:

“Members of the governing body, those with senior management responsibilities, and individuals exercising control or significant influence over the provider, are fit and proper persons.”

We will ensure that the following persons (‘Relevant Persons’) disclose whether any of the OfS Indicators (see Section 3 above) are triggered, such a trigger indicating that the person may not be a fit and proper person:

- UKCAB trustees;
- members of the Corporate and Academic Board [SSS];
- employees of UKCAB and/or SSS with senior management responsibilities; and
- any other person who is deemed, by the UKCAB Board of Trustees, to exercise control or significant influence over UKCAB and/or SSS.

4.2 Declaration Form and Annual Declaration Form

All Relevant Persons as set out in Section 4.2 above, will be required to:

- Complete a Declaration Form during the application / appointment process, if they apply for a role or post with UKCAB and/or SSS [see Appendix 1].
- Complete an Annual Declaration Form if they are already engaged by UKCAB and/or SSS [see Appendix 2].

4.3 Process

During the application / appointment process, UKCAB and/or SSS will ensure that all Relevant Persons satisfy the following two elements of the OfS Fit and Proper Person Definition (see Section 2 above), to ensure that, *inter alia*, they:

- have the qualifications, competence, skills and experience that are necessary for their role; and
- are 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.

The Declaration Form and Annual Declaration Form are used to ensure that all Relevant Persons satisfy the other two elements of the OfS Fit and Proper Person Definition (see Section 2 above) to ensure that they:

- are of good character; and
- have 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 Declaration Form / Annual Declaration Form will be submitted to the Clerk to the Corporate and Academic Board [SSS] (which is a committee of the UKCAB Board of Trustees).

The Clerk will undertake checks, e.g. at companies house, to ensure the accuracy of the declarations.

If an indicator is triggered, the person's suitability will be considered by the UKCAB Board of Trustees, taking into account any OfS requirements, and in particular the following guidance:

Indicator	Guidance
The Relevant Person has been disqualified 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.	This would normally indicate that the Relevant Person is <u>not</u> a fit and proper person. The only mitigating factor would be if the disqualification period has expired or the disqualification has been removed. But even in these circumstances, the reasons for the original disqualification must be carefully considered.
The Relevant Person has been convicted of a criminal offence anywhere in the world.	Offences that are 'spent' under the Rehabilitation of Offenders Act 1974, can be ignored. The following would normally indicate that the Relevant Person is <u>not</u> a fit and proper person (unless the offence is "spent"): The Relevant Person has a conviction for dishonesty, fraud, financial crime or a conviction under legislation relating to higher education, further education and charities, whether or not in the UK. If the offence is "spent", there could still be a finding that the Relevant Person is <u>not</u> a fit and proper person, if they have more

	recent criminal convictions, even if these do not relate to dishonesty etc.
The Relevant Person has been the subject of any adverse finding in civil proceedings, where relevant, including, but not limited to bankruptcy or equivalent proceedings (in the last three years).	If the Relevant Person has been made bankrupt within the last 3 years, this would indicate the Relevant Person <u>is not</u> a fit and proper person. In other cases where the Relevant Person has been the subject to any adverse finding in civil proceedings, the subject matter of the proceedings will be relevant (e.g. if it related to dishonesty, this would indicate the Relevant Person <u>is not</u> a fit and proper person; however, if it related to a personal injury caused by a road traffic accident, this might be ignored). A relevant factor in all cases is how long ago the Relevant Person was the subject of the adverse finding.
The Relevant Person has been the subject of any adverse findings in any disciplinary proceedings by any regulatory authorities or professional bodies.	The subject matter of the proceedings will be relevant (e.g. if it related to dishonesty, this would indicate the Relevant Person <u>is not</u> a fit and proper person). A relevant factor in all cases is how long ago the Relevant Person was the subject of the adverse finding.
The Relevant Person has been involved in any abuse of the tax systems.	This would normally indicate that the Relevant Person <u>is not</u> a fit and proper person. The only relevant factor would be how long ago the Relevant Person was involved in the abuse.
The Relevant Person has been involved with any entity that has been refused registration to carry out a trade or has had that registration terminated.	The reason for the refusal / termination will be relevant (e.g. if a refusal related to the business not satisfying the criteria for registration, this would <u>not</u> indicate the Relevant Person <u>is not</u> a fit and proper person). Also relevant would be the Relevant Person's role (e.g. if a termination related to the CEO not complying with the conditions of registration (without sufficient cause), this would indicate the Relevant Person <u>is not</u> a fit and proper person). A relevant factor in all cases is how long ago the entity was refused registration or had its registration terminated.
The Relevant Person has been involved 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.	The reason for the liquidation will be relevant (e.g. if the liquidation related to a business that had gone under during the Covid pandemic, or it related to a high street shop that had been impacted by online traders, this would <u>not</u> indicate the Relevant Person <u>is not</u> a fit and proper person).

	Also relevant would be the Relevant Person's role (e.g. if the Relevant Person was a non-executive director who was not actively involved in the running of the company, this (dependent upon the reason for the liquidation) might <u>not</u> be a sufficient indication that the Relevant Person <u>is not</u> a fit and proper person). A relevant factor in all cases is how long ago the business had gone into insolvency.
The Relevant Person has been dismissed from a position of trust or similar.	This would normally indicate that the Relevant Person <u>is not</u> a fit and proper person. The only relevant factor would be how long ago the Relevant Person was dismissed.
The Relevant Person has been involved in a higher education provider that has had its registration refused or revoked by the Office for Students 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 reason for the refusal / revocation will be relevant (e.g. if the refusal related to the Office for Students determining that the company's governance arrangements had not been sufficiently tested, this would <u>not</u> indicate the Relevant Person <u>is not</u> a fit and proper person). Also relevant would be the Relevant Person's role (e.g. if a revocation related to the Office for Students determining that the Relevant Person, who was the company's Accountable Officer, was not undertaking the role in accordance with the OfS requirements (without sufficient cause), this would indicate the Relevant Person <u>is not</u> a fit and proper person). A relevant factor in all cases is how long ago the Relevant Person was involved with the higher education provider.

NOTE: The Declaration Form / Annual Declaration Form will be retained by UKCAB for 6 years. The contents may be disclosed to the OfS, the Charity Commission and any other external body as may be required under the law of England and Wales.

Appendix 1 - Declaration Form: Fit and Proper Person

The Office for Students (OfS) sets out the Public Interest Governance Principles to which providers are expected to adhere in Annex B of its [Regulatory Framework](https://www.officeforstudents.org.uk/publications/regulatory-framework-for-higher-education-in-england/)¹. One of the requirements is for members of the governing body, those with senior management responsibilities, and individuals exercising control or significant influence over a provider, to be fit and proper persons. This constitutes an initial and ongoing condition of registration, namely Condition E1: Public interest governance.

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

- being of good character;
- having the qualifications, competence, skills and experience that are necessary for their role;
- being 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
- having 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.

If you have applied for one of the following roles, you are required to complete this Declaration Form:

- UKCAB trustee;
- members of the Corporate and Academic Board [SSS]; or
- employed by UKCAB and/or SSS with senior management responsibilities.

In addition, you will be required to complete this Declaration Form if through your involvement with UKCAB and/or SSS you are deemed, by the UKCAB Board of Trustees, to exercise control or significant influence over UKCAB and/or SSS.

If you answer “YES” to any of the questions, you should provide full information to enable the UKCAB Board of Trustees to make a full assessment as to whether you are a fit and proper person.

The Declaration Form will be retained by UKCAB for 6 years. The contents may be disclosed to the OfS, the Charity Commission and any other external body as may be required under the law of England and Wales.

¹ <https://www.officeforstudents.org.uk/publications/regulatory-framework-for-higher-education-in-england/>

I, the undersigned, declare as follows:

Have you been disqualified 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?	Yes
Have you been convicted of a criminal offence anywhere in the world?	Yes
Have you been the subject of any adverse finding in civil proceedings, where relevant, including, but not limited to bankruptcy or equivalent proceedings (in the last three years)?	Yes
Have you been the subject of any adverse findings in any disciplinary proceedings by any regulatory authorities or professional bodies?	Yes
Have you been involved in any abuse of the tax systems?	Yes
Have you been involved with any entity that has been refused registration to carry out a trade or has had that registration terminated?	Yes
Have you been involved 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?	Yes
Have you been dismissed from a position of trust or similar?	Yes
Have you been involved in a higher education provider that has had its registration refused or revoked by the Office for Students 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.)?	Yes

If you have answered “YES” to any of the above questions, please provide full details and provide any relevant documents

Name:	
Signature: (Please print the form and sign it or add an electronic signature.)	
Job Title (for staff members only):	

Capacity in which you are completing this declaration ²	
Date:	

² UKCAB trustee; member of the Corporate and Academic Board [SSS]; employed by UKCAB and/or SSS with senior management responsibilities; or deemed by the UKCAB Board of Trustees to exercise control or significant influence over UKCAB and/or SSS.

Appendix 2 - Annual Declaration Form: Fit and Proper Person

The Office for Students (OfS) sets out the Public Interest Governance Principles to which providers are expected to adhere in Annex B of its [Regulatory Framework](#)³. One of the requirements is for members of the governing body, those with senior management responsibilities, and individuals exercising control or significant influence over a provider, to be fit and proper persons. This constitutes an initial and ongoing condition of registration, namely Condition E1: Public interest governance.

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

- being of good character;
- having the qualifications, competence, skills and experience that are necessary for their role;
- being 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
- having 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.

If you have one of the following roles, each year you are required to complete this Annual Declaration Form:

- UKCAB trustee;
- members of the Corporate and Academic Board [SSS]; or
- employed by UKCAB and/or SSS with senior management responsibilities.

In addition, you will be required to complete this Annual Declaration Form if through your involvement with UKCAB and/or SSS you are deemed, by the UKCAB Board of Trustees, to exercise control or significant influence over UKCAB and/or SSS.

If you answer “YES” to any of the questions, you should provide full information to enable the UKCAB Board of Trustees to make a full assessment as to whether you are a fit and proper person.

The Annual Declaration Form will be retained by UKCAB for 6 years. The contents may be disclosed to the OfS, the Charity Commission and any other external body as may be required under the law of England and Wales.

³ <https://www.officeforstudents.org.uk/publications/regulatory-framework-for-higher-education-in-england/>

I, the undersigned, declare as follows:

Have you been disqualified 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?	Yes
Have you been convicted of a criminal offence anywhere in the world?	Yes
Have you been the subject of any adverse finding in civil proceedings, where relevant, including, but not limited to bankruptcy or equivalent proceedings (in the last three years)?	Yes
Have you been the subject of any adverse findings in any disciplinary proceedings by any regulatory authorities or professional bodies?	Yes
Have you been involved in any abuse of the tax systems?	Yes
Have you been involved with any entity that has been refused registration to carry out a trade or has had that registration terminated?	Yes
Have you been involved 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?	Yes
Have you been dismissed from a position of trust or similar?	Yes
Have you been involved in a higher education provider that has had its registration refused or revoked by the Office for Students 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.)?	Yes

If you have answered “YES” to any of the above questions, please provide full details and provide any relevant documents

Name:	
Signature: (Please print the form and sign it or add an electronic signature.)	
Job Title (for staff members only):	

Capacity in which you are completing this declaration ⁴	
Date:	

⁴ UKCAB trustee; member of the Corporate and Academic Board [SSS]; employed by UKCAB and/or SSS with senior management responsibilities; or deemed by the UKCAB Board of Trustees to exercise control or significant influence over UKCAB and/or SSS.

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