

***Fit and Proper
Persons
Policy***



Collective Acting Studio - April 2023



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Background

Collective Acting Studio (the Studio) is committed to ensuring and demonstrating accountability and to fostering a culture of openness and transparency throughout the organisation, and particularly at senior level - ensuring that our management arrangements do not present a risk to students or to public funds. The Studio is committed to ensuring that Office for Students (OfS) Public Interest Governance Principles are met.

Requirements

All OfS-registered providers must adhere to OfS Public Interest Governance Principles as part of their ongoing registration requirements. Part of this requirement is to ensure that all 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.

Definition of 'fit and proper'

A fit and proper person as defined by the OfS:

- 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 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
- 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 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.).

Process

Due diligence on the appointment of members of the Board of Directors and/or the Senior Leadership Team (SLT)

For the appointment of members of the Board of Directors the Chair of the Board of Directors is responsible for carrying out due diligence in line with the OfS' 'Fit and Proper Person' requirements.

For the appointment of members of the SLT the CEO is responsible for carrying out due diligence in line with the OfS' 'Fit and Proper Person' requirements.

The Chair of the Board of Directors/CEO will assess whether the Board of Directors and/or SLT 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.

Due diligence will include:

- A review of their CV to ensure they have the necessary qualifications, competence, skills and experience for the role.



- Completion of a Fit and Proper Persons Declaration
- A requirement to provide a list of Directorships
- A requirement to declare any Conflicts of Interest
- A Companies House Register Search
- 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.

Due diligence as outlined in the above will be carried out for all members of the Board of Directors and/or SLT as part of the appointment process. Candidates will be informed that their appointment is subject to these due diligence checks. They will be informed of the nature of the checks that will be carried out. In the event that no concerns on fit and proper person status are raised, this will be reported to the Board of Directors Committee as part of the recommendation 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 Chair of the Board of Directors and a report made to the Board of Directors. If there are not satisfactory mitigating factors, this will in most circumstances lead to the rejection of that candidate.

[Disclosure and Barring Service \(DBS\) checks](#)

The Studio will additionally carry out a DBS check if there is potential for that person to be working with vulnerable adults or children.

[Annual Review](#)

Members of The Board of Directors and the SLT are required to complete an annual self-declaration, confirming that they are a 'fit and proper person' as defined by the OfS. The annual self-declaration will be circulated by the Chair of the Board of Directors.

Members are required to inform the Chair of the Board of Directors immediately of any changes to their circumstances which may have an impact on their fit and proper status. Annual self-declarations will be reviewed by the Chair of the Board of Directors.

In the event that:



- the annual self-declaration, and any subsequent review by the Chair of the Board of Directors, indicates that a member is no longer a 'fit and proper person'
- it comes to light that a member has failed to disclose material information on the annual self-declaration and subsequent review by the Chair of the Board of Directors indicates that an independent member is no longer a 'fit and proper person'

a recommendation may be made to the Board of Directors for removal from office and where appropriate, a report made to the OfS.

Periodic Full Review

A full due diligence review will be carried out on any continuing members of the Board of Directors and/or the SLT every three years.

Resources

The Fit and Proper Persons Declaration Form can be found [here](#).