

Fit and Proper Persons Policy

1. Policy Statement

The Fit and Proper Persons Policy applies to members of the governing body of Francis James, namely the Board and its sub-committees, and its executive team.

The policy is in place because Francis James is committed to ensuring high standards in how it carries out its business. Francis James asks its governing body and executives to carry out their roles in the best interests of the organisation, and with integrity, honesty and transparency. The organisation is also committed to ensuring that all governing body members and executives are recruited with, and maintain, the knowledge and expertise needed to ensure successful delivery, business management and compliance with relevant regulations. This policy is written in line with the Office for Students' Condition E9, which sets out requirements regarding key individuals and ensuring relevant individuals are fit and proper persons.

It is important that Francis James can assure itself that relevant individuals are fit and proper. The relevant individuals in the organisation should not pose any risk to learners or public funds and should engender trust and confidence in the higher education services provided by Francis James, and the higher education sector more widely.

Fit and proper checks constitute part of the recruitment process for appointments to the governing body and executive team at Francis James. Once appointed, Francis James requires members of the governing body and its executive team to complete an annual fit and proper persons declaration form, and to notify us if any circumstances change through the year. Checking and oversight of fit and proper persons ensures that our management arrangements do not present a risk to students or to public funds.

2. Definitions

Relevant individuals: for Francis James, these are the members of the governing body, chief executive officer (as 'Accountable Officer'), executive team.

Accountable Officer: The person who will report to the Office for Students on behalf of Francis James - in this case, the Chief Executive Officer.

Fit and proper person: Someone who is of good character, with relevant competence, skills and experience for their role, and able (by reason of their health with reasonable adjustment if necessary) to perform that role effectively. They must not have been found responsible for, or contributed to, any serious misconduct or mismanagement, including disciplinary issues, inappropriate use of public funds, tax-related convictions, bankruptcy or disqualification as a company director. A full description of matters that are considered by the Office for Students is listed in Condition E9 of the regulatory framework¹, and included here in Annex A.

3. Fit and proper checks and declarations

3.1 Pre-appointment checks

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

Before any member of the governing body or executive team can be appointed, Francis James will complete a series of checks. These, at minimum, must include consulting registers of disqualified persons, insolvency and bankruptcy, and directorships or trusteeships as registered with Companies House. In addition, identification and right to work checks will be undertaken, alongside the relevant Disclosure and Barring Service (DBS) check. Two references will also be required before appointment. Francis James will maintain confidential records of these checks. The person being checked will also be asked to complete a self-declaration form, which will be considered alongside the findings of the checks carried out above.

Where any issues or conflicts arise, the Chair of the Nominations and Remuneration Committee and the Chair of the governing body, or the Chief Executive Officer, will consider the suitability of the appointment. An offer of appointment may be withdrawn if there is serious concern about any findings or declarations, where suitable mitigations are not in place. Disclosure of information does not necessarily exclude an appointment being made, however Francis James must be able to demonstrate that it has sufficiently and effectively investigated and considered the matter and its impact on the individual's ability to carry out the role.

3.2 On appointment/induction

As part of any pre-appointment checks, Francis James will also confirm any reasonable adjustments that may be needed in order for the relevant individual to perform their role duties. These reasonable adjustments will be confirmed during induction, and it is the responsibility of the Operations Director and HR to ensure the relevant adjustments are put in place.

New appointees will receive a governance handbook as well as induction meetings that will cover key areas relevant to their role, including topics such as the regulatory context in which Francis James operates, business plans and strategy, anti-fraud and anti-corruption arrangements.

3.3 Annual declaration form, in-year declarations and ongoing review

Members of the governing body and the executive team will be asked to complete a declaration form each year. The declaration enables the respondent to provide information that will enable ongoing consideration of being 'fit and proper' for the post held. Members of the governing body and the executive team are also required to make a declaration to the Governance lead at any point in the year where they consider an issue or concern has arisen which may impact the consideration of being 'fit and proper'.

Where any declarations are made, either in the annual form or ad hoc, that raise concern, the Governance lead will notify the Chief Executive Officer who will determine whether further investigation is required. Recommendations regarding appropriate courses of action will be made to the Nomination and Remuneration Committee in the first instance.

One potential course of action from an arising or new concern is the removal from post of the individual. Where this decision is taken, the Chief Executive Officer (as Accountable Officer) must also consider whether that decision constitutes a reportable event to the Office for Students².

Francis James will renew its Disclosure and Barring Service (DBS) checks every three years, and will also review its governance handbook every three years and provide updates to governing body members and the executive team.

² This is only relevant at the point at which Francis James is registered with the Office for Students. Ahead of that time, consideration should be given as to informing the validating university partnered with Francis James.

4. Policy review

This policy will be reviewed every three years by Francis James to ensure:

- Fairness and accuracy
- Consistency with other institutional assessment regulations

Annex A

Fit and proper persons

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).

Written By	Revision Date	Revision Number	Approved By	Review Date

H Barratt	13/01/2026	1	 S Graham	13/01/2029
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