



Oakswood College

Empowering Through Education



Fit and Proper Persons

Policy

PROMOTING EXCELLENCE • ENSURING COMPLIANCE
SUPPORTING OUR COMMUNITY



GOVERNANCE



QUALITY



COMPLIANCE



EXCELLENCE



Oakswood College
Empowering Through Education

(Trading name of Oakswood Group Ltd)

Fit & Proper Persons Policy

Document Control & Version History

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Table of Contents

1. Purpose and Regulatory Assurance	3
2. Scope	3
3. Definition of “Fit and Proper”	3
4. Assessment Criteria	4
5. Duty to Declare Interests.....	6
6. Fit & Proper Assessment Process	7
7. Decision-Making & Escalation	8
8. Confidentiality & Data Protection.....	8
9. Monitoring and Review	9



1. Purpose and Regulatory Assurance

Oakwood College maintains a robust Fit and Proper Persons framework to ensure that members of the governing body and senior leadership are suitable to hold office, safeguarding students and ensuring compliance with the regulatory expectations of the Office for Students and the requirements of the Regulatory Framework for Higher Education.

For the purposes of this policy, Senior Postholders include members of the Senior Leadership Team and any individuals with delegated strategic or financial decision-making authority.

The purpose of this policy is to ensure that individuals who hold positions of significant responsibility within Oakwood Group are fit and proper to do so, in line with the expectations of the Office for Students. This policy supports Oakwood College's commitment to high standards of governance, transparency, and accountability.

The policy aligns with the principles of the Committee of University Chairs Higher Education Code of Governance and the Independent Higher Education Code of Governance and supports compliance with the Office for Students Condition E7, E8 and E9 (Management and Governance), which requires governing bodies to ensure appropriate standards of integrity and accountability. This policy also supports the Public Interest Governance Principles set out in OfS Condition E7.

This policy safeguards:

- The integrity and independence of governance, the protection of students, and compliance with regulatory and legal obligations. These safeguards are in place to ensure students receive a high-quality education and experience, the appropriate use of public funds and public confidence in the institution.

2. Scope

This policy applies to:

- Members of the Board of Governors (including the Chair);
- Board committees and subcommittees;
- Chief Executive Officer;
- Senior postholders (senior management team);
- Individuals with delegated governance, financial, or strategic decision-making responsibilities.

3. Definition of “Fit and Proper”

Oakwood College is regulated by the Office for Students and must demonstrate effective governance arrangements that ensure integrity, transparency, and appropriate management of conflicts of interest.



The OfS Regulatory Framework for Higher Education Providers requires governing body members, senior postholders, and individuals with significant decision-making authority to act in the best interests of the provider and avoid situations where personal interests' conflict with institutional responsibilities.

Paragraph 445 of the Regulatory Framework highlights the importance of ensuring that members of governing bodies and senior leaders meet appropriate standards of integrity and conduct.

Annex B of the framework sets out expectations relating to governance, including oversight of decision-making, management of conflicts of interest, and ensuring that individuals with significant influence operate transparently and in the interests of the provider.

For the purposes of this policy, the definition of individuals with significant decision-making authority follows the definition provided in the glossary of the OfS Regulatory Framework.

In line with the OfS definition, an individual is considered fit and proper if they demonstrate the following:

(a) is of good character, (b) has the qualifications, competence, skills and experience which are necessary for their role (c) is able by reason of their health, after reasonable adjustments are made, to perform properly the tasks of the office or position for which they are appointed and (d) 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

An individual may not be considered fit and proper where they:

(a) have been convicted of fraud, dishonesty or serious criminal offences, (b) have been disqualified as a company director or charity trustee, (c) have been involved in serious regulatory breaches or governance failures, (d) have been subject to disciplinary findings for professional misconduct, (e) have engaged in behaviour that could undermine public trust in the institution.

4. Assessment Criteria

4.1 To ensure that Oakswood College appoints only Fit and Proper persons to its governing body and senior leadership, the College has assessment criteria that must be met before any such appointments can be made.

The assessment criteria include:

- Integrity & Reputation
- Competence & Capability
- Financial Probity

- Conflicts of Interest and Independence
- Verification Checks

The assessment criteria are applied and reviewed via the College's Fit and Proper Assessment Process (see Section 5 of this Policy). The assessment criteria are set out in full below:

4.2 Integrity & Reputation

Individuals **must not**:

- have been convicted of a serious criminal offence (including fraud, dishonesty, or safeguarding-related offences);
- have been disqualified from acting as a company director or charity trustee;
- have been involved in serious professional misconduct.

4.3 Competence & Capability

Individuals **must**:

- possess the skills, experience, and knowledge appropriate to their role;
- understand the responsibilities of governance or senior leadership;
- be demonstrably capable of acting in the best interests of the institution and its students.

4.4 Financial Probity

Individuals **must not**:

- be subject to bankruptcy restrictions or insolvency proceedings;
- have been involved in financial mismanagement or serious regulatory breaches.

4.5 Conflicts of Interest & Independence

Individuals **must**:

- declare actual, potential, or perceived conflicts of interest;
- manage conflicts in accordance with the Conflict-of-Interest Policy;
- act independently and avoid undue influence.

4.6 Verification Checks

Where appropriate, the College may undertake verification checks, including:

- Companies House director disqualification register;
- bankruptcy and insolvency registers;

- DBS checks where safeguarding responsibilities apply;
- professional regulatory body checks where relevant;
- checks against the Charity Commission for England and Wales Trustee Disqualification Register;
- regulatory enforcement or professional disciplinary history records where applicable;
- checks against relevant UK or international sanctions lists, where appropriate.

Verification checks are coordinated by the Head of Governance, Quality, Compliance & Information Systems (GQC & IS) in collaboration with Human Resources, where appropriate.

5. Duty to Declare Interests

All members of the Board of Governors, senior managers, committee members, and staff involved in decision-making must declare any personal, financial, or professional interests that may influence, or reasonably appear to influence, their responsibilities at Oakwood College.

This duty supports:

- transparency in institutional governance;
- compliance with regulatory expectations;
- protection of the integrity of institutional decision-making.

Individuals must declare interests:

- upon appointment;
- annually through a formal declaration process;
- whenever circumstances change;
- prior to participating in discussions or decisions where a conflict may arise.

5.1 Ongoing Duty to Disclose

Individuals have a continuing duty to disclose:

- Any changes in circumstances that fall within the scope of the assessment criteria of this Policy and/or materially affect the information submitted by an individual on their most recent Declaration Form;
- new conflicts of interest;
- matters affecting suitability.

5.2 Failure to Comply

Failure to comply with this policy, including **failure to declare interests, providing inaccurate information, or failing to disclose material changes**, may result in:

- exclusion from discussions or decisions where a conflict exists;
- suspension from duties or committee participation;
- removal from office or governance roles where appropriate;
- disciplinary action in accordance with institutional procedures;
- referral to relevant regulatory or external authorities where required.

6. Fit & Proper Assessment Process

6.1 On Appointment

Before appointment or election:

- A Fit & Proper Persons Declaration Form will be issued to the individual
- The first instance of the **Fit & Proper Persons Declaration** must be completed and returned to compliance@oakwoodgroup.co.uk;

Review of Disclosures

Disclosures are reviewed by the Head of GQC & IS;

- any concerns are escalated to the Board of Governors. Where particularly sensitive information is contained, disclosure of this by Oakwood College may be restricted to the Chair (and, where necessary) Deputy Chair of the Board of Governors, on the basis of whether it is necessary to share such information more widely or whether it can be properly processed without wider dissemination.

6.2 Annual Review

- All in-scope individuals complete a fresh Fit & Proper Persons Declaration Form annually and would be reviewed administratively by the Head of Governance, Quality, Compliance & Information Systems, with any concerns escalated to the Chair of the Board of Governors.
- A Fit & Proper reassessment may also be undertaken where:
 - a serious governance concern arises;
 - regulatory investigations occur;
 - there is a significant change in an individual's responsibilities.
- Renewal forms should be submitted to the Quality Assurance and Compliance Department for processing.

- Declarations are reviewed and logged centrally;
- Any material changes to information contained on a Declaration Form must be reported to compliance@oakswoodgroup.co.uk immediately.

The Fit & Proper Persons Declaration Form must be completed prior to appointment and submitted to the Governance Officer.

7. Decision-Making & Escalation

- The Board of Governors retains final responsibility for determining fitness and propriety;
- Where concerns arise:
 - The Board may request additional information in order to reach a decision;
 - conditions may be imposed upon an individual, which could mean that a temporary conditional membership is put in place for a Governor, or that the terms of employment for senior leadership staff in the College are affected;
 - suspension without prejudice, or full removal from a role may be considered.
- The College undertakes that all decisions reached under this policy and its assessment procedures will be proportionate, fair, and appropriately documented.
- Decisions concerning the application of conditions, suspension without prejudice, or removal from a role, will be minuted in the Board of Governors' meeting minutes. Minutes will be redacted appropriately before publication on the College website.

8. Confidentiality & Data Protection

Oakswood College understands that the requirements of this Policy and the institutional arrangements it is designed to support mean there is a high likelihood of personal sensitive data being submitted to it for processing. The College's lawful bases for processing are Legal Obligation and Public Task under Article 6 of the UK GDPR and Data Protection Act 2018.

Further to this:

- All personal information (including personal sensitive information) will be handled confidentially;
- Any criminal record information disclosed via the procedures under this Policy will be handled in accordance with the College's Staff Criminal Records Policy;
- Declaration Forms, related documentation and other relevant records are retained securely in line with data protection requirements;
- Access is restricted to authorised governance officers.

Fit and Proper Declaration Forms may be shared with the Office for Students for the purposes of the regulatory body performing its regulation of Oakswood College.



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Data will be retained only for as long as necessary to fulfil governance and regulatory requirements.

9. Monitoring and Review

This policy is reviewed annually by the Board of Governors or sooner if required by regulatory change. The Board of Governors is responsible for ensuring that the policy is implemented effectively. Operational oversight is delegated to the Head of Governance, Quality, Compliance & Information Systems, who maintains governance records, coordinates annual declarations, and reports any concerns to the Board. The College maintains a Register of Interests for governors and senior staff, which is reviewed annually by the Board.