

UCFB**MCR**

UCFB*
Fit & Proper Persons and Declaration of Interests
Process

Owner:	Board of Directors
Author:	Governance Manager & Clerk to Board of Directors
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1. **Introduction:**

- 1.1 In accordance with the [Council of University Chairs \(CUC\) Higher Education Code of Governance](#) and [2018 UK Corporate Governance Code](#), UCFB applies the [Public Interest governance principles](#) throughout its operations and decision-making processes.
- 1.2 UCFB is committed to maintaining the highest standards in the conduct of its business. This requires everyone associated with UCFB to conduct themselves with integrity, impartiality, honesty, transparency, and professionalism at all times, and to avoid any conflict arising between their official UCFB duties and their private interests.
- 1.3 UCFB takes its responsibilities very seriously and to support compliance with the CUC Code, 2018 UK Corporate Governance Code and Public Interest governance principles, UCFB has developed a Conflict of Interest Policy with which staff, students (where applicable) and members of committees (whether staff or students) are required to comply.
- 1.4 The Office for Students Regulatory Framework E conditions and specifically the E9 Condition requires that a higher education provider has 'key individuals' with the necessary knowledge and expertise to ensure the provider complies with its registration conditions, business plan and fraud and public money arrangements. Key individuals include the Chair of the Board of Directors, the Accountable Officer.

2. **Good Governance Declarations**

- 2.1 UCFB maintains a Register of Member's Interests, whereby members of the Board of Directors, Executive Leadership Team, Senior Management Team and Academic Board are required to place on record their principal external interests. The Register of Interests is updated on the 31st January each year. The Fit and Proper Persons Declarations are renewed on an annual basis.
- 2.2 Relevant staff and committee members are asked to complete two declarations on an annual basis:
 - Register of Interests Declaration; and
 - Fit and Proper Persons Declaration.
- 2.3 Should any concerns arise in relation to either type of declaration, the Chief Operating Officer (COO) and Accountable Officer (AO) will decide whether the matter requires the attention of the Chair of the Board of Directors before making a decision on whether any further action is necessary.
- 2.4 The information provided in both declarations may be disclosed to the Office for Students and HMRC as part of UCFB's statutory reporting responsibilities.
- 2.5 The Accountable Officer will undertake a broader suite of checks on information provided in the Declarations of Interest and FPP forms against listings on Companies House and the Insolvency Register. Any anomalies will be brought to the attention of the Chair of the Board of Directors as appropriate.

3. Who should complete which form?

It is anticipated that members of the Governing body, those with senior management responsibilities and individuals exercising control or significant influence of the Provider complete the following documents:

Register of Interests Form:	Fit and Proper Persons Declaration
UCFB Board of Directors	UCFB Board of Directors
UCFB Executive Leadership Team	
UCFB Senior Management Team	
All members of Academic Board	

4. **Register of Interests Declaration Guidance:**

- 4.1 UCFB maintains a register of interests. The institution is committed to maintaining the highest standards in the conduct of its business. This requires everyone associated with UCFB to conduct themselves with integrity, impartiality, honesty, transparency, and professionalism at all times and to avoid any conflict arising between their official UCFB duties and their private interests.
- 4.2 A conflict of interest is defined as follows in UCFB's [Conflict of Interests Policy](#):
- 4.3 A conflict of interest may arise,
 - where a Director and Committee Member (or a person connected to them such as a spouse, partner or close relative) stands to obtain a benefit from UCFB; or
 - where a Director and Committee Member has a duty of loyalty to a third party that conflicts with their duty to UCFB, regardless of whether the Director and Committee Member may gain a personal or financial benefit.
- 4.4 There can be situations in which the appearance of conflict of interest is present even when no conflict actually exists. Thus, it is important for all staff when evaluating a potential conflict of interest to consider how it might be perceived by others.
- 4.5 The duty to declare a possible conflict applies to the perception of the situation rather than the actual existence of a conflict. However, the duty is not infringed if the situation cannot reasonably be regarded as likely to give rise to a conflict of interest.
- 4.6 Staff and members of key senior committees are required to complete the Register of Interests form on an annual basis, usually in January, which provides a record of any potential conflicts of interest in relation to individuals' associations with other organisations and/or personal links.
- 4.7 The information provided may be disclosed to the Office for Students and HMRC as part of UCFB's statutory reporting responsibilities.
- 4.8 The Declaration will be retained by the UCFB Governance Manager & Clerk to the Board of Directors and will be available for public inspection on request.

- 4.9 When attending committee or other decision-making meetings, if members believe a specific item may involve a conflict of interest, they should declare it at the beginning of the meeting and be prepared to absent themselves from the discussion of the item concerned, at the discretion of the chair.
- 4.10 All Chairs and committee and board members should complete the Conflict of Interest training.

5. **Fit and Proper Persons Declaration Guidance**

5.1 **Introduction**

As part of our initial and continued registration with the Office for Students ("OfS") E9 Conditions, we are required to demonstrate that our directors are 'fit and proper persons' (FPP). The FPP is in place to ensure that the institution is suitable to access and receive public funds, is able to maintain public trust and confidence and that the institution will protect the interests of students. We therefore ask each director to complete and return a 'fit and proper persons' declaration form **annually**, and to notify us if their circumstances change during the year. The form can be found below.

5.2 **Why is there a 'fit and proper persons' test?**

The fit and proper persons test exists to ensure that our governance arrangements do not present a risk to students or to public funds and enables us to demonstrate to the OfS that we are meeting a key condition of our initial and ongoing registration. Further information on what is a 'fit and proper person' can be found [here](#).

5.3 **What does 'fit and proper' mean?**

An individual is 'a fit and proper person' if they are of good character; have the qualifications, competence, skills and experience necessary for their role; 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 were appointed; and have not been responsible for, been privy to, contributed to, or facilitated any serious misconduct or misalignment (whether unlawful or not) in their employment or in the conduct of any entity with which they are or have been associated.

5.4 **What do I need to do?**

Once you have signed the declaration below, you should return it to the Governance Manager & Clerk to the Board of Directors. If you wish or need to provide any additional information as part of your declaration, there is a space at the end of the form – you should specify to which element(s) of the declaration your additional information relates.

- 5.4.1 If you need to disclose information in support of your declaration, this will not necessarily exclude you from continuing as a director. However, we may be required to disclose this to the OfS and provide evidence that we have investigated and considered the matter and its impact on your ability to serve as a director.

5.6 **What happens next?**

It may be necessary for UCFB to submit your signed declaration to the OfS, as evidence that our directors have been deemed 'fit and proper persons'; they will hold and process your information as part of their regulation of UCFB as an English Higher Education Provider.

A declaration form will be issued to you annually to complete and return. Should your circumstances change mid-year, you should inform the Chief Operating Officer at the earliest opportunity.

5.7 **Retention of FPP forms:**

Declarations will be retained by UCFB until the expiry of your term of office as a director of UCFB and for a subsequent seven years. Declarations will not be disclosed outside of UCFB, OfS, external auditors, or otherwise as required by law.

6. **Governance Continuity**

- 6.1 In accordance with the Office for Students' requirements under Condition E9 Part 2 (Fit and proper persons), UCFB recognises the importance of maintaining effective governance and leadership at all times.
- 6.2 Where a Director or the Chair of the Board of Directors or the Academic Advisory Body is unable to fulfil their duties due to physical or mental health reasons, the institution will act promptly to ensure continuity of oversight and compliance with FPP obligations.
- 6.3 Reasonable adjustments will be considered in the first instance to support the individual's continued participation. Should this not be possible, the Board will initiate succession planning measures, including the temporary delegation of responsibilities to another suitably qualified member, or the appointment of an interim Director or Chair.
- 6.4 All replacements will be made in line with UCFB's governance framework, ensuring that the Board retains the necessary skills, independence, and capacity to discharge its duties effectively. This process safeguards institutional stability, protects students' interests, and ensures ongoing compliance with OfS regulatory requirements.

7. **Forms**

- 7.1 Fit and Proper Person Declaration Form – sample below
- 7.2 Declaration of Interest Form – [LINK TO FORM](#)

FIT AND PROPER PERSON DECLARATION FORM

DECLARATION

Please tick all of the following statements that apply to you. If you are unsure whether a statement applies to you, please contact the Governance Manager & Clerk to the Board of Directors, to seek further guidance.

I, the undersigned, declare that:

Please place an X in the relevant box.		YES	NO
E9.5	I have not been subject to any adverse findings in civil proceedings (in any jurisdiction), relating to my operation in a business or professional capacity;		
	I have not been subject to any adverse findings in disciplinary proceedings by any relevant person or body (in any jurisdiction), or is currently the subject of such disciplinary proceedings;		
	Neither I nor any organisation I am or have been involved in that is connected to the education sector, has been subject to any adverse findings by any relevant person or body (in any jurisdiction);		
	Neither I nor any organisation I am or have been involved in , has been subject to any adverse findings by any relevant person or body (in any jurisdiction) in relation to the inappropriate use of relevant public funds ;		
	Neither I nor any organisation I am or have been involved in , is currently the subject of an investigation by any relevant person or body (in any jurisdiction) in relation to the inappropriate use of relevant public funds ;		
	Neither I nor any organisation I am or have been involved in , has (in any jurisdiction): <ol style="list-style-type: none">been refused a registration, authorisation, membership or licence to carry out a trade, business or profession (including any licences which relate to student visas); and/orhad a registration, authorisation, membership or licence to carry out a trade, business or profession revoked, withdrawn or terminated (including any licences which relate to student visas);		
	No organisation I am or have been involved in , has been convicted of an offence provided for in section 199 of the Economic Crime and Corporate Transparency Act 2023 (failure to prevent fraud) or any relevant fraud offence , or a similar offence in an overseas jurisdiction;		
	No organisation I am or have been involved in , has been convicted of any criminal offence in relation to tax matters (in any jurisdiction);		

	<p>No organisation I am or have been involved in went into insolvency, liquidation or administration (in any jurisdiction);</p>		
	<p>I have not been dismissed, or was asked to resign and did resign, from a role at an organisation (in any jurisdiction) where I held significant managerial responsibility or influence, while operating in a business or professional capacity;</p>		
	<p>I have not been disqualified as company director under the Company Directors Disqualification Act 1986 or an equivalent overseas regime;</p>		
	<p>I have not been disqualified from being a charity trustee or trustee for a charity under s 178(1) of the Charities Act 2011 or an equivalent overseas regime;</p>		
	<p>I have not previously been declared bankrupt (or equivalent) in any jurisdiction.</p>		
E9.7	<p>a. at any point during the course of UCFB's application to register with the OfS including at the point of applying (and the OfS's consideration of that application):</p> <ol style="list-style-type: none"> I. I have not been disqualified as a company director under the Company Directors Disqualification Act 1986 or an equivalent overseas regime; II. I have not been disqualified from being a charity trustee or trustee for a charity under s 178(1) of the Charities Act 2011 or an equivalent overseas regime; III. I am not an undischarged bankrupt (or equivalent) in any jurisdiction; 		
	<p>I have not been convicted of a criminal offence (excluding minor offences) in any jurisdiction, and the following apply:</p> <ol style="list-style-type: none"> i. the conviction is not: <ol style="list-style-type: none"> A. spent for the purposes of the Rehabilitation of Offenders Act 1974; or B. subject to equivalent protections in an overseas jurisdiction; and ii. where the conviction relates to an offence in an overseas jurisdiction, a similar criminal offence exists in the United Kingdom. 		
	<p>I confirm that I am able, by reason of my physical and mental health, to properly perform the tasks of my role, and I am aware of UCFB's policies for reasonable adjustments where required.</p>		

Data Protection

- I consent to UCFB sharing my declaration with the OfS, as evidence that I am a fit and proper person. I understand that the OfS will hold and process my data as part of their regulation of UCFB.
- I consent to UCFB retaining my declaration until the expiry of my term of office as a director of UCFB and for a subsequent seven years.

Additional Information

If you need to disclose any additional information relating to your declaration, please use the box below. Please ensure that it is clear which element(s) of the declaration your additional information relates to.

Other directorships and potential conflicts of interest

Please detail any other directorships which you hold or details of any potential conflicts of interests that you may have, including any personal or professional links to UCFB.

Role	Company Name	Company Number

Declaration

I understand that by submitting this declaration whether electronically or on paper, I declare that:

1. I consent to act as a Director of UCFB;
2. all the information on this declaration is, to the best of my knowledge and belief, true and correct; and
3. I understand that any false statement may give cause for my appointment or proposed appointment as a director of UCFB to be terminated.

Name	
Signature	
Date	

Please return your completed declaration by e-mail to: governance@ucfb.ac.uk

SAMPLE

Declaration of Interests Academic Year 2024-25

Oct 3, 2024

Members of the Board of Directors, Executive Leadership Team and individuals exercising control or significant influence over the provider, are expected to meet the Office for Students' definition of a fit and proper person (see Public Interest Governance Principles, Office for Students).



* Required

* This form will record your name, please fill your name.

1. Full name *

2. Paid Employment (Other than UCFB)

Please state the nature of the employment and the employer's name: *

3. Self-Employment

Please state the nature and include names of any clients accounting for more than 5% of your total income: *

4. Company Interests/Directorships Held *

a) Directorships held whilst acting on behalf of UCFB

Please including Directorships of UCFB subsidiary companies.

5. Company Interests/Directorships Held *

b) Directorships/company interests held in a personal capacity

Please include any relationship with a named company with which UCFB or one of its subsidiary companies might do business (including ownership or part-ownership, major shareholdings ie above 3% of issued capital or other beneficial interests such as warrants and options):

6. Other Appointments (eg membership of governing bodies of other educational institutions, charity trusteeships and other public appointments) *

7. Family or Personal Links

Please state any specific close personal or close family relationship which might represent a potential conflict of interest (eg where you have a close relationship with an individual who is employed by UCFB, holds a Directorship or is a senior employee in an organisation that works with UCFB etc.).

Please also declare any close personal or family relationships with any current students or members of Academic Board and/or members of formal Committees at UCFB. *

8. Other relevant information not covered by the above: *

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