



QAHE Limited

Fit and Proper Person Policy

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1. Introduction

As part of good governance and our application for registration with the Office for Students (OfS) QAHE Limited (“QAHE”) is required to demonstrate that relevant individuals are ‘fit and proper persons’. This policy sets out how QAHE will assess fitness and propriety for appointment to, and continued service in, key governance and leadership roles.

This policy is designed to ensure compliance with the OfS Regulatory Framework, including the Public Interest Governance Principles and conditions relating to fit and proper persons (including, where applicable, conditions E7/E9 and associated guidance).

Individuals in scope are asked to complete a Fit and Proper Persons Declaration Form as part of the pre-appointment process, and thereafter annually, and to notify the Governance Office promptly if relevant circumstances change during the year.

The policy is designed to ensure that individuals appointed to key governance or senior leadership positions are of good character, act with integrity, and are able to fulfil their responsibilities in a way that safeguards the interests of students and the public.

QAHE will maintain appropriate records to evidence that fit and proper checks have been completed for each relevant individual and will make these available to the OfS upon request.

2. Scope

The policy applies to the appointment and continued service of relevant individuals for the purposes of the OfS regulatory framework, including (as applicable):

- Members of QAHE’s governing body (the Board),
- The Accountable Officer (for the purposes of ongoing condition E3),
- The individual(s) with overarching responsibility for the management of QAHE’s financial affairs,
- The Board Secretary, and
- Any other individual who exercises significant influence or has significant overarching responsibility for ensuring QAHE complies with the ongoing Conditions of Registration. Where required by the OfS definition of ‘relevant individuals’, this may also include persons holding more than 25% of shares (or equivalent control) in QAHE and, where applicable, in a parent undertaking. Where such information is required, QAHE will obtain it in an appropriate and lawful way (via Board Secretary).

For the purposes of this policy, “relevant individuals” will be interpreted in line with the OfS Regulatory Framework definition (including those exercising control or significant influence over the provider, whether through governance, management, or ownership arrangements).

Where required by the OfS definition, roles normally treated as in scope include:

- Board members,
- Accountable Officer (CEO)
- Executive Board members, and
- Others identified by the Board Secretary, in consultation with the Director of People, as potentially in scope, with confirmation by the Remuneration and Nominations Committee.



3. Principles of Assessment

The OfS describes a fit and proper person as someone who is:

- of good character,
- appropriately qualified, competent, skilled, and experienced for the role,
- able, with reasonable adjustments where appropriate, to perform the essential duties of the position, and
- not responsible for, privy to, or having contributed to serious misconduct or mismanagement (whether unlawful or not) in employment or in the conduct of any entity with which they are or have been associated.

QAHE will apply the following principles:

- Fairness and proportionality: decisions will be based on relevant evidence and the nature of the role,
- Right to respond: individuals will be given an opportunity to provide context or clarification where concerns arise,
- Confidentiality: information will be handled sensitively and shared only on a need-to-know basis,
- Consistency: similar cases will be treated consistently, taking account of relevant differences, and
- Regulatory focus: assessments will be made with regard to the interests of students, the protection of public funds, the integrity of the higher education sector, and maintaining public confidence, in line with OfS expectations.

The following may indicate that a person is not fit and proper (depending on relevance, seriousness, recency, and any mitigation):

- Disqualification from acting as a company director, or from acting as a charity trustee,
- Conviction of a criminal offence (particularly where relevant to honesty, integrity, safeguarding, financial probity, or trust),
- Adverse findings in civil proceedings, (including bankruptcy/insolvency proceedings),
- Adverse findings by regulatory authorities or professional bodies,
- Involvement in tax evasion or abuse of tax systems,
- Involvement with an entity refused registration to trade, or where registration was terminated, in circumstances relevant to probity or governance,
- Involvement with a business that entered insolvency, liquidation or administration where concerns arise about misconduct/mismanagement,
- Dismissal (or removal) from a position of trust for reasons relevant to integrity, governance, or safeguarding,
- Involvement with a higher education provider that has had registration refused/revoked (or similar regulatory action) in circumstances relevant to governance, probity, or compliance
- Misuse or inappropriate use of public funds, including failure to comply with funding conditions or eligibility requirements.



4. Assessment Process

The Board Secretary (or nominated Governance Officer) is responsible for coordinating the fit and proper assessment process, which may include proportionate due diligence such as:

- checks of relevant disqualification registers,
- insolvency/bankruptcy checks where appropriate,
- Companies House directorship checks,
- identity verification and right-to-work checks (where relevant), and
- References
- proportionate verification of information provided in declarations, including independent source validation where appropriate.

Appointment is subject to the satisfactory completion of checks. QAHE will ensure that a clear audit trail is maintained for each assessment, including:

- the evidence considered,
- any risks or concerns identified,
- mitigation actions (if applicable), and
- the rationale for the final determination.

The Remuneration and Nominations Committee will review declarations and due diligence outcomes and make recommendations to the Board as required. Where concerns arise, the individual will be invited to provide clarification or supporting information before any determination is made.

5. Prospective applicants

Following interview, the preferred candidate will be informed that their appointment is subject to completion of reference and due diligence checks. The candidate will be asked to provide identification, right-to-work evidence (where relevant), appropriate references, and a completed Fit and Proper Person Declaration Form. Where no concerns arise, the Remuneration and Nominations Committee will be informed as part of the recommendation to the Board. Where concerns are identified, the Board Secretary will seek further information and provide a report to the Remuneration and Nominations Committee to support a fair and evidence-based recommendation.

Any matter concerning a person to be employed by QAHE will fall to the consideration of the Director of People in consultation with the Remuneration and Nominations Committee.

Where appropriate, QAHE may undertake additional or enhanced checks on a risk basis depending on the seniority, influence, or risk profile of the role.

6. Continuing service

All individuals in scope will be asked to submit an updated declaration annually. If circumstances change mid-year, individuals are asked to notify the Board Secretary promptly. QAHE may also undertake periodic or risk-based interim checks between annual declarations where this is considered necessary to maintain assurance.

Where a declaration or due diligence check identifies a potential concern, the Board Secretary will review the information, seek clarification where appropriate, and provide a report and recommendation to the Remuneration and Nominations Committee. Outcomes may include:



- no further action,
- agreed mitigations (for example, conflict management arrangements, additional assurance, or role adjustments), or
- where necessary, steps to remove an individual from a role in accordance with the Articles and relevant procedures.

Where QAHE determines that an individual is not fit and proper, QAHE will consider whether this constitutes an OfS reportable event and will act accordingly.

Any matter concerning a person employed by QAHE will fall to the consideration of the Director of People in consultation with the Remuneration and Nominations Committee.

The Chair of the Remuneration and Nominations Committee will, on at least an annual basis, provide a formal statement confirming whether they are aware of any matters relating to relevant individuals that could affect their fit and proper status, in line with OfS expectations.

7. Appeal

QAHE's **Fit and Proper Person Appeal Policy** sets out the process for appeal where an individual receives a negative determination. It ensures decisions are evidence-based, fair, and open to challenge, in line with natural justice and public interest governance standards.

8. Data Protection and records

QAHE will evidence completion of checks for each individual and retain auditable records. Declarations will be retained by the Governance Office until the end of the individual's term of office and for a further four years, unless a longer retention period is required by law or regulatory expectation.

QAHE will process personal data in accordance with the Data Protection Act 2018 and the UK GDPR, ensuring information is relevant, securely held, shared lawfully on a need-to-know basis, and retained no longer than necessary, and will ensure that information is retained in accordance with regulatory requirements and is available for inspection or submission to the OfS where required.

9. Review of Policy

This Policy will be reviewed every three years or earlier where there is a material change in governance arrangements or regulatory expectations.

