

**Version 4**



**LONDON  
CHURCHILL  
COLLEGE**



## **HANDBOOK for Non-Executives Members of the College Governing Boards and Committee**

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### **Contents**

<b>Message from the College Principal</b>	<b>4</b>
<b>1. Non-Executive Directors</b>	<b>5</b>
<b>2. Non-Executive Members of the College Oversight Board</b>	<b>5</b>
<b>3. Non-Executive Members/External Consultants of the Academic Board</b>	<b>6</b>
<b>4. Non-Executive Members of the Audit, Remuneration &amp; Risk Committee</b>	<b>6</b>
<b>5. Introduction</b>	<b>6</b>
<b>6. Approval</b>	<b>7</b>
<b>7. Office for Students (OfS)</b>	<b>7</b>
7.2. <i>Fit and Proper Persons</i>	7
<b>8. Definitions</b>	<b>7</b>
8.1. <i>The Board of Directors</i>	7
8.2. <i>College Principal</i>	7
8.3. <i>Principal's Executive Group: Members</i>	7
8.4. <i>COB: NEMs</i>	7
8.5. <i>Audit, Risk &amp; Remuneration Committee: NEMs</i>	8
8.6. <i>Academic Board: External Consultants</i>	8
8.7. <i>Accountable Officer</i>	8
8.8. <i>Shareholders of London Churchill College Limited</i>	8
<b>9. Appointment of NEDs to BoD and ARRC; NEMs to COB and AB</b>	<b>8</b>
9.1. <i>Introduction</i>	8
9.2. <i>Consideration for Appointment</i>	8
9.3. <i>Best Interest</i>	8
9.4. <i>Person Specification, Role and Remuneration</i>	9
9.5. <i>Appointment Process</i>	9
9.6. <i>Duration of Appointment</i>	10
9.7. <i>Conditions of Appointment</i>	10
9.8. <i>Additional Conditions</i>	10
<b>10. Induction for New NEDs or NEMs</b>	<b>11</b>
10.1. <i>Induction Purpose</i>	11

10.2. Document Checklist -----	11
10.3. Induction Documentation -----	12
10.4. External Induction Documents: -----	13
10.5. Additional Documents -----	13
10.6. Development Needs -----	13
10.7. Feedback on the Induction (please hand in this sheet) -----	13
<b>11. Annual Appraisal of the NEDs and NEMs -----</b>	<b>14</b>
11.1. Performance Planning and Review -----	14
11.2. Appraisal Process -----	14
<b>12. Fit and Proper Persons -----</b>	<b>15</b>
12.1. The Requirements -----	15
12.2. Indicators that a Person may not be a Fit and Proper Person -----	15
12.3. Fit and Proper Person Test -----	16
12.4. Test Processes -----	16
12.5. Processes Overview -----	17
<b>13. Administration of the Fit and Proper Person Test -----</b>	<b>18</b>
<b>14. Organisational Governance Chart -----</b>	<b>18</b>
<b>15. Organogram -----</b>	<b>18</b>
<b>16. Fit &amp; Proper Person, Briefing Paper -----</b>	<b>18</b>
16.1. Introduction -----	18
16.2. Overview -----	19
16.3. How we will use this information -----	19
<b>17. Self-Assessment Form and Declaration -----</b>	<b>20</b>
<b>18. Appendix 4: Public Interest Governance Principles as set out by the OfS -----</b>	<b>23</b>
<b>19. Fit and Proper Person Enquiries -----</b>	<b>25</b>
<b>20. Appraisal Form -----</b>	<b>27</b>
20.1. Self-Assessment (to be completed by the Appraisee) -----	27
20.2. Assessment of Performance by the Appraiser -----	29

## Abbreviations and Acronyms

AB	Academic Board
ARRC	Audit, Risk and Remuneration Committee
BoD	Board of Directors
COB	College Oversight Board
College	London Churchill College
HE	Higher Education
LCC	London Churchill College
NED	Non-Executive Director
NEM	Non-Executive Member
OfS	Office for Students
Principal	The College Principal
SR	Student Representative
ToR(s)	Term(s) of Reference

## **Message from the College Principal**

*I have pleasure in welcoming you to London Churchill College and hope our association will be fulfilling and rewarding.*

*In this Handbook, you will find some guidance for Non-Executives taking an active role in the good running of London Churchill College and I hope this Handbook will serve as a useful resource for all. Direction guidance is more fully articulated in our documents on strategy and governance but where an overlap occurs this will be found to be complementary.*

*Non-Executive Directors and Non-Executive Members of the governing boards and committee (the Board of Directors and subsidiaries: the College Oversight Board; the Audit, Remuneration and Risk Committee; the Academic Board) play a substantial role in governance and external oversight in setting and implementing corporate and academic strategies: activities the College must perform to continue to meet the expectations of the awarding and regulatory bodies.*

*Thank you for supporting the College.*



**Dr Nick R Papé**  
**Principal**

## 1. Non-Executive Directors



*Peter Bathmaker*



*Dr Tommie Anderson-Jaquest*

## 2. Non-Executive Members of the College Oversight Board



*Gerry Takamura, Chair*



*Graham Morrell, Vice Chair*



*Professor Frank Haddleton*



*Neil Pearce*



*Professor Stephen Hyde*



*June Dennis*

### 3. Non-Executive Members of the Academic Board



*Greg Clark*



*Dr Steven Quigley*

### 4. Non-Executive Members of the Audit, Remuneration & Risk Committee



*Peter Bathmaker, Chair*



*Dr Tommie Anderson-Jaquet*



*Syed Golam Moheuddin*

### 5. Introduction

- 5.1. One of the aims of this document is to outline the processes used by the College for the appointment, induction and appraisal of the College's Non-Executive Directors (NEDs) and Non-Executives Members (NEMs). The sub-Boards and sub-committee of the Board of Directors (BoD) include the College Oversight Board (COB), the Audit, Remuneration & Risk Committee (ARRC) and the Academic Board (AB);
- 5.2. In the context, the NEM means any member who is not part of the executive team and typically does not engage in the day-to-day management of the College. The NEMs can also include any co-opted members other than staff who engaged in the day-to-day management of the College and the student representatives (SR) appointed to senior Boards and Committees;
- 5.3. Some NEMs on the sub-boards are also Non-Executive Directors of London Churchill College Ltd. These NEDs are directors as defined in the Companies Acts and have the same legal status as executive directors. Where this is relevant in the reading of this Handbook it is pointed out below;

- 5.4. It is recognised that both the Board of Directors and/or shareholders (through their General Meeting) of London Churchill College can make appointments and termination of NEDs and NEMs.
- 5.5. The document further identifies roles in decision-making within the College and describes how the College carries out its functions to assess and/or review a “fit and proper” person test in relation to key individuals who own and/or manage the College.
- 5.6. The document includes the requirements placed on the College by the Office for Students (OfS), the regulator for the College, to ensure that key senior individuals of the College meet a “fit and proper” person test.

## **6. Approval**

- 6.1. This document has been approved by the Board of Directors

## **7. Office for Students (OfS)**

- 7.1. A condition of registration (Condition E2) by the Office for Students is that an HE provider’s management and governance arrangements are “adequate and effective.” In order to satisfy this condition, the HE provider must demonstrate that it is owned and managed by “fit and proper” persons.

### **7.2. Fit and Proper Persons**

- 7.2.1. Pursuant to the advice published by the OfS, the College has identified the following College officeholders whom it must demonstrate are “fit and proper” persons:
  - a) The College Principal
  - b) Members of the Principal’s Executive Group
  - c) Members of the COB
  - d) Members of the Audit, Remuneration & Risk Committee
  - e) Members of the Academic Board
  - f) The ‘Accountable Officer’
  - g) The Directors of London Churchill College Limited
  - h) All Shareholders of London Churchill College Limited.

## **8. Definitions**

### **8.1. The Board of Directors**

- 8.1.1. The Board of Directors include both senior executives involved in the operation of the College and NEDs with responsibility for the oversight of the College.

### **8.2. College Principal**

- 8.2.1. The Principal of the College chairs the College’s AB and is required to attend all full COB meetings.

### **8.3. Principal’s Executive Group: Members**

- 8.3.1. This group comprises functional or operational Heads or acting Heads of the College, who meet regularly and advise the College Principal.

### **8.4. COB: NEMs**

- 8.4.1. The COB, acting under the authority and responsibility of the Board of Directors, advises on the strategic oversight, strategic aims, risk management, student centric physical and human resources, internal control and governance as requested by the Board of Directors or College Principal.

## **8.5. Audit, Risk & Remuneration Committee: NEMs**

8.5.1. The Audit, Remuneration & Risk Committee, acting under the authority of the Board of Directors, advises on the adequacy and reliability of the processes relating to risk management; arrangements for securing value for money are adequate and effective and whether these arrangements demonstrate openness and accountability; the suitability of the arrangements for the determination of the staff remuneration.

## **8.6. Academic Board: External Consultants**

8.6.1. The Academic Board, acting under the authority of the Board of Directors, has hegemony to establish and keep under review, policies and procedures on all matters relating to the admission of students, teaching, curriculum content, assessment and examination of the academic performance of students, subject to the requirements of London Churchill College's authority and that of any external bodies.

## **8.7. Accountable Officer**

8.7.1. The Accountable Officer is a senior officer of the College, who reports to the OfS, the designated data body and the designated quality body on behalf of the College and has the responsibilities set out by the OfS; this would normally be the College Principal.

## **8.8. Shareholders of London Churchill College Limited**

8.8.1. These are all persons holding shares in London Churchill College Limited.

# **9. Appointment of NEDs to BoD and ARRC; NEMs to COB and AB**

## **9.1. Introduction**

9.1.1. The aim of this section of the document is to help the BoD, the AB, the COB, the ARRC, the College Principal and any relevant Board or Committee of the College to understand the process used by the College for the appointment of NEDs and NEMs;

9.1.2. The BoD encourages the Principal and the Chair of the Boards/Committees to make recommendations regarding the suitability of the members of the ARRC, COB and AB. However, the approval decision lies with the BoD.

## **9.2. Consideration for Appointment**

9.2.1. The NED or NEM should bring skills to the Boards and Committee which expand and complement the strengths of existing senior staff. Some of the specific skills or attributes the BoD looks for in a prospective NED/NEM include:

- a) Strategic thinker
- b) Balanced
- c) Impartial
- d) Diplomatic
- e) Understanding of the College's business
- f) Experience of higher education in the United Kingdom
- g) Specialism in any area that might benefit the College.

## **9.3. Best Interest**

9.3.1. The NED appointment is to the Board of Directors as a director of the company with registration in Companies House. NEDs may sit on other Boards/Committees as appropriate;

- 9.3.2. Although the Directors' core set of legal responsibilities that they must carry out, do not extend to the NEMs who are not directors, the College nonetheless expects the NEM to act in the best interests of the College and to meet legitimate interests of the shareholders and other interested parties;
- 9.3.3. For the avoidance of doubt, the foregoing does not apply to NEMs who are also non-executive directors. The directors are engaged in accordance with the Articles of Association. They are directors within the meaning of the Companies Acts are neither employees nor engaged on a contract for services.

#### **9.4. Person Specification, Role and Remuneration**

The Principal and Board/Committee Chairs will draw upon the following criteria for the role of the NED or NEM:

- 9.4.1. The NED or NEM is expected to bring an objectivity and independence of view to the Boards/Committee discussions. The NEM is expected to attend, and advise on papers submitted to the meetings, as arranged and to any extraordinary general meetings and generally to use best endeavours to promote and advance the interests of the College;
- 9.4.2. As the College is a private limited company, it is important to recruit someone who is familiar with the operations of the College, its board's cultures and its current performance. Additionally, the NED or NEM should feel comfortable with the College's plans, staff, systems and structures.
- 9.4.3. The appointment and engagement as a NEM is a contract for services and is not a contract of employment. It is expected that the NEM should be prepared to devote approximately 4 to 12 days a year to the work of the College. The NEM is required to serve on the BoD, ARRC or COB and will be given copies of the terms of reference and details of any specific responsibilities involved in serving on such boards or committees.
- 9.4.4. The prevailing rate of fees payable to all NEDs and NEMs will be agreed in advance and will be stated in the letter of engagement. All fees will be paid promptly against invoices submitted after attendance at each meeting.
- 9.4.5. For any additional work agreed for the NED or NEM, the remuneration will be mutually agreed. The remuneration is inclusive of all costs incurred regarding the appointment. Any additional consultancy provided by a NEM will form part of a separate agreement.

#### **9.5. Appointment Process**

The role of the NED and NEM of COB, AB and ARRC concerns corporate and academic governance as well as adding credibility, business experience and commercial introductions.

As part of the recruitment process:

- 9.5.1. The Board of Directors or its nominated person will consider whether the post is to be advertised internally and/or externally;
- 9.5.2. The Board of Directors or its nominated person will make the appointment of a NED or NEM in strict conformity with applicable Equality legislation and should the post be advertised, will decide the closing date, the composition and timing of the interview panel;

- 9.5.3. The normal process for a prospective NED or NEM is to attend at least one Board/Committee Meeting as an Observer followed by discussion with the persons nominated by the BoD.

## **9.6. Duration of Appointment**

- 9.6.1. The NED or NEM appointed to the BoD, ARRC, AB or COB must be independent of the College and whose term of office is normally limited to two terms of three years;
- 9.6.2. The appointment is for a period of three years per term served, renewable after the term. The appointment may be terminated earlier by either party upon 3 calendar months' written notice, or by the Limited Company in its absolute discretion at any time with immediate effect on payment of money in lieu of notice;
- 9.6.3. The appointment and any subsequent re-appointment as a NED or NEM remain the responsibility of the shareholders / BoD or through delegated authority to the Principal of the College;

## **9.7. Conditions of Appointment**

The following conditions are applicable for the appointment of NEDs and NEMs:

- 9.7.1. By accepting the appointment, the appointee undertakes that the NED or NEM has sufficient time to carry out the duties and has declared to the respective Boards/Committee details of all other significant business and other interests and a broad indication of the time spent devoted to such commitments;
- 9.7.2. The NED or NEM must advise the respective Boards/Committee of any subsequent changes to these commitments;
- 9.7.3. All fees will cease to accrue with effect from the date of ceasing, for whatever reason, to be a NED or NEM of the respective Boards/Committee;
- 9.7.4. The NED or NEM must not put her or himself in a position of conflict with the duties to the College during the appointment.

## **9.8. Additional Conditions**

The following additional conditions are applicable for appointment of NEDs or NEMs to all senior Boards/Committees of the College, who are expected to:

- 9.8.1. Act within powers and must act in accordance with the Articles of Association or Terms of Reference approved by the Board of Directors;
- 9.8.2. Promote the success of the College and must act in the way considered, in good faith, would be most likely to promote the short and long-term success of the company for the benefit of its shareholders, students and other stakeholders as a whole;
- 9.8.3. Exercise independent judgment and make individual decisions;
- 9.8.4. Exercise reasonable care, skill and diligence and update knowledge and skills that may reasonably be expected of the NED or NEM role;
- 9.8.5. Avoid conflicts of interest and avoid a situation in which there is, or could be, an interest that conflicts, or may conflict, with the interests of the College;
- 9.8.6. Not accept a benefit from a third party given because of the NED or NEM role, which is likely to give rise to a conflict of interest;

- 9.8.7. Declare interests in proposed or existing transactions or arrangements with the College if the NED or NEM is in any way, directly or indirectly, interested personally in the transaction;
- 9.8.8. Provide the BoD with valuable insights, share key contacts and consider the business and operational issues in a broad perspective.
- 9.8.9. Ensure independence of the College's management and bring a degree of objectivity to the Boards/Committee deliberations and play a valuable role in monitoring the executive functions of the College.
- 9.8.10. Undertake to carry out the duties with due attention and care and allocate sufficient time to carry out the duties.

## 10. Induction for New NEDs or NEMs

### 10.1. Induction Purpose

The objective of the Induction Session is to:

- 10.1.1. Help the NED or NEM with an understanding of the operations of the respective Boards/Committee
- 10.1.2. Inform NEDs or NEMs of the College's expectation of their participation.
- 10.1.3. Help NEDs or NEMs build confidence by encouraging participation
- 10.1.4. Enable NEDs or NEMs to evaluate areas of perceived weaknesses

### 10.2. Document Checklist

Name:		Induction Date:		
Role:				
Issue	Activity	With Whom	When/Date	Document
Welcome	Welcome and introduction to the LCC Boards/Committee	Chair of the Board / Committee		
Governance	Explanation of function and services: History of LCC; Vision, mission, values, philosophy, key metrics; Governance and Committee structure.	Chair and Principal	At appointment	See below
Governance	Articles of Association Scheme of Delegation Terms of Reference of the BoD, ACB, COB and ARRC	Chair	At appointment	See below
Internal relationships	Introduction to PEG staff and outline of each functional areas of LCC. Share Organogram	Chair and Principal	At appointment	See below
Strategic Performance Indicators	Quality Cycle and KPIs	Principal	At appointment	See below
Governance	Provide policies and procedures: Register of Interests Conflict of interest Risk Register Fit and Proper Person Test	Chair and Principal	At appointment	See below

Governance	Give links to copies of the meetings of the respective Boards/Committee: Schedule of dates of meetings Give links to the last year's minutes Give links to the main Board Minutes	Chair and Principal	At appointment	See below
Finance	Give links to copy of annual report and accounts Give links to copy of most recent budget forecast.	Chair of Audit and Risk Committee and Finance Officer	At appointment	See below

### 10.3. Induction Documentation

#### 10.3.1. Strategy Framework

<https://londonchurchillcollege.ac.uk/wp-content/uploads/2020/07/200630-LCC-Strategy-Framework-V3-Final.pdf>

#### 10.3.2. College Governance Chart:

<https://londonchurchillcollege.ac.uk/governance-and-management-structure-diagram/>

#### 10.3.3. Organogram

<https://londonchurchillcollege.ac.uk/the-college-organogram>

#### 10.3.4. Articles of Association:

<https://londonchurchillcollege.ac.uk/wp-content/uploads/2019/04/190402-Articles-of-Association-Final.pdf>

#### 10.3.5. Scheme of Delegation

<https://londonchurchillcollege.ac.uk/wp-content/uploads/2019/08/190801-Scheme-of-Delegation-and-Decision-Making-V02.01.pdf>

#### 10.3.6. Boards/Committees Terms of Reference

- a) BoD: <https://londonchurchillcollege.ac.uk/board-of-directors/terms-of-reference/>
- b) COB: <https://londonchurchillcollege.ac.uk/college-oversight-board/terms-of-reference/>
- c) AB: <https://londonchurchillcollege.ac.uk/academic-board/terms-of-reference/>
- d) ARRC: <https://londonchurchillcollege.ac.uk/audit-remuneration-and-risk-committee/terms-of-reference/>

#### 10.3.7. Boards/Committee Minutes of meetings

- a) BoD: <https://londonchurchillcollege.ac.uk/board-of-directors/>
- b) COB: <https://londonchurchillcollege.ac.uk/college-oversight-board/>
- c) AB: <https://londonchurchillcollege.ac.uk/academic-board/>
- d) ARRC: <https://londonchurchillcollege.ac.uk/audit-remuneration-and-risk-committee/>

#### 10.3.8. Framework for Governance:

<https://londonchurchillcollege.ac.uk/framework-for-governance/>

#### 10.3.9. Student Protection Plan:

[https://londonchurchillcollege.ac.uk/wp-content/uploads/2019/11/Condition-C3-Student-Protection-Plan\\_10030391.pdf](https://londonchurchillcollege.ac.uk/wp-content/uploads/2019/11/Condition-C3-Student-Protection-Plan_10030391.pdf)

#### 10.3.10. Annual Accounts and Reports

<https://londonchurchillcollege.ac.uk/accounts-2/>

#### 10.4. External Induction Documents:

##### 10.4.1. Information to Support the Induction of New Governors

<https://www.advance-he.ac.uk/knowledge-hub/information-support-induction-new-governors>

##### 10.4.2. Getting to Grips with Being a New Governor

<https://www.advance-he.ac.uk/knowledge-hub/getting-grips-being-new-governor?CFID=6f19c4e9-f4b9-4dfd-a6a8-df76c45b5eef&CFTOKEN=0>

##### 10.4.3. Companies Act 2006,

##### 10.4.4. General Duties of Directors.

##### 10.4.5. Chapter 2 is up to date with all changes known to be in force on or before 27 December 2019

<http://www.legislation.gov.uk/ukpga/2006/46/part/10/chapter/2><sup>1</sup>

#### 10.5. Additional Documents

##### 10.5.1. Board Etiquette:

Board etiquette covers the behaviour that Board directors expect of themselves and of each other before, during and after the meeting. Board etiquette includes some general words of wisdom that help board directors keep meetings productive and on-task, which, in turn, can help them avoid potential embarrassment.

<https://insights.diligent.com/board-education/board-meeting-etiquette-abiding-by-the-board-code>

##### 10.5.2. Board Room Behaviours:

<https://www.icsa.org.uk/assets/files/pdfs/consultations/09.04%20ICSA%20Policy%20Report%206.pdf>

#### 10.6. Development Needs

What steps can I take to increase my contribution?	
How can I contribute more effectively?	
What further training would I like to receive?	
How useful has this training workshop been for me?	
What is my next step?	
Any further comments?	

#### 10.7. Feedback on the Induction (please hand in this sheet)

What I enjoyed?	
What I did not enjoy?	
What chance did I get to speak?	
How comprehensive was the Induction?	
How facilitating was the workshop leader?	

<sup>1</sup> Changes to legislation: There are outstanding changes not yet made by the legislation.gov.uk editorial team to Companies Act 2006.

My main learning?		
Any further comment?		
<b>Confirmation of Induction Attendance:</b>		
I confirm I have attended the Induction	Signature	
	Name	
	Date	
	Director signature	

## 11. Annual Appraisal of the NEDs and NEMs

### 11.1. Performance Planning and Review

- 11.1.1. The BoD and sub-Boards/Committee aim to undertake a self-assessment of its own effectiveness annually. As part of this, the respective Boards/Committee ensures that its members have sufficient skills, knowledge and independence to enable it to discharge its responsibilities. This is done by making sure that the Board/Committee review the performance of individual members annually as part of the evaluation exercise of the respective Boards/Committee.
- 11.1.2. The mixed methodology of quantitative and qualitative data analysis provides the opportunity to be helpful in assessing strengths and weaknesses of both individuals and the respective Board/Committee as a corporate body. When assessing performance and achievement of role objectives, the College has a duty of care to appraisees and their role in the College, when deciding on actions to be taken evidenced by sought data. The subjects are offered in a general manner, allowing the appraisees to reflect on their performance without reserve and the appraiser and appraisee to judge objectively gaps in knowledge and individual strengths;
- 11.1.3. Operationally, the Chairman of the respective Boards/Members (who is accountable for managing the Boards/Committee) is the prime appraiser, judging how well the objectives of the role have been achieved by the NED or NEM and setting out what should be achieved in the next year. The other members may be invited (both executive and non-executive) as peer reviewers making assessments of what the member has been like to work with as a team member, and including items like supportiveness, technical help given, team membership and accessibility.

### 11.2. Appraisal Process

The process for the appraisal of individual member is as follows:

- 11.2.1. An appraisal calendar is prepared by the Chair of the respective Board/Committee;
- 11.2.2. Each individual member completes the NED or NEM Appraisal Form and submits it to the Chair at least seven days before the appraisal date;

- 11.2.3. The Chair or his/her nominee is appointed as the representative to meet, on its behalf, with the individual member to discuss the individual member's own performance, his or her own point of views about how the respective Board/Committee as a whole operated in the past and what should its priority be going forward;
- 11.2.4. The individual member is expected to reflect on his/her own contribution to the Board/Committee over the last year and identify the developmental aspiration to facilitate even more effective contribution;
- 11.2.5. The form needs to be completed by both parties with a spirit of being positive, collegiate and developmental;
- 11.2.6. The appraiser will pass the completed NED or NEM Appraisal Form to the secretary of the respective Board/Committee;
- 11.2.7. The NED or NEM Performance Appraisal Form will be sent in confidence to the BoD.

## **12. Fit and Proper Persons**

### **12.1. The Requirements**

The OfS states that "a fit and proper" person:

- 12.1.1. Is of good character;
- 12.1.2. Has the qualifications, competence, skills and experience that are necessary for the role;
- 12.1.3. Is able by reason of health, after reasonable adjustments are made, to perform the tasks properly of the office or position for which appointed;
- 12.1.4. Has not been responsible for, been privy to, contributed to, or facilitated, any serious misconduct or mismanagement (whether unlawful or not) in any position for which employed or in the conduct of any entity with which the individual is or has been associated.

### **12.2. Indicators that a Person may not be a Fit and Proper Person**

The OfS uses the following indicators to indicate that a person may not be a fit and proper person:

- 12.2.1. 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;
- 12.2.2. Conviction of a criminal offence anywhere in the world;
- 12.2.3. Subject of any adverse finding in civil proceedings, where relevant, including but not limited to bankruptcy or equivalent proceedings (in the last three years);
- 12.2.4. Subject of any adverse findings in any disciplinary proceedings by any regulatory authorities or professional bodies;
- 12.2.5. Involvement in any abuse of the tax systems;
- 12.2.6. Involvement with any entity that has been refused registration to carry out a trade or has had that registration terminated.
- 12.2.7. 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;
- 12.2.8. Dismissal from a position of trust or similar;

- 12.2.9. 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.).

### **12.3. Fit and Proper Person Test**

During the due diligence, we undertook as part of your appointment process, we established your good character and confirmed that you have the qualifications, competence, skills and experience that are necessary for your role.

- 12.3.1. We now ask you to re-confirm that you are a fit and proper person, as defined by the Regulatory Advice for the Registration of Current Providers for 2019-20 (Appendix B). We also ask you to re-confirm your commitment to the Nolan Principles of Public Life and the Public Interest Governance Principles as set out by the OfS;

- 12.3.2. This form and the information contained within it will enable us to:

- a) bring to your attention the 'fit and proper' persons extract from the OfS Regulatory Advice for the Registration of Current Providers for 2019-20 (Appendix B);
- b) demonstrate our commitment to working with the highest standards of openness, integrity and accountability;
- c) notify you on how the College will use the information and personal data you provide for (see section 10 below).

### **12.4. Test Processes**

- 12.4.1. The test will comprise 3 separate processes:

1. A briefing paper given to and kept by Directors and NEMs;
2. Self-Assessment Form and declaration;
3. Evidence of Self-Assessment Form

## 12.5. Processes Overview

Stage	Standard	Assurance process	Evidence
At appointment of the key person.	<p><u>Good character</u> The College ensures that all available information is sought to confirm that the individual is of good character.</p>	<p>Engagement checks include: two references, one of which must normally be most recent employer; qualification and professional registration checks; Identity checks; Search of insolvency and bankruptcy register; Search of disqualified directors register</p>	<p>References Letters Copies of relevant qualifications and membership of professional bodies; Proof of ID; Register search results</p>
	<p><u>Good character</u> If the person is suitable but does not meet the indicative characteristics outlined above, the reasons for the appointment should be recorded and information about the decision should be made available to those that need to be aware.</p>	<p>Decisions and reasons for decisions recorded in minutes. External advice is sought, as necessary.</p>	<p>Record the due process.</p>
	<p><u>Qualifications, competence, skills and experience</u> Where specific qualifications are deemed by the College as necessary for a role, the College will make the person specification clear and should engage those individuals that meet the required specification.</p>	<p>Engagement checks include a candidate's qualifications and employment references; Requirements included within the job description for all relevant posts; Checked as part of the pre-engagement checks and references on qualifications.</p>	<p>References Letters; Copies of relevant qualifications and membership of professional bodies; Person specification.</p>
	<p>The College considers a person's physical and mental health, subject to equalities and employment legislation.</p>	<p>Self-declaration by the individual.</p>	<p>Records of meeting with the individual.</p>
	<p>The College assures that the individual has not been at any time responsible for, privy to, contributed to, or facilitated, any serious misconduct or mismanagement in the carrying on of a regulated activity.</p>	<p>Consequences of false or inaccurate or incomplete information included in recruitment packs; Self-declarations of fitness including explanation of past conduct/character issues where appropriate by candidates.</p>	<p>References letters.</p>
	Continued fitness of existing key appointments	<p>The fitness of key persons is regularly reviewed by the College to ensure that they remain fit for the role they are in.</p>	<p>Assessment of continued fitness to be undertaken normally each year; Checks of insolvency and bankruptcy register and register of disqualified directors normally to be undertaken each year.</p>

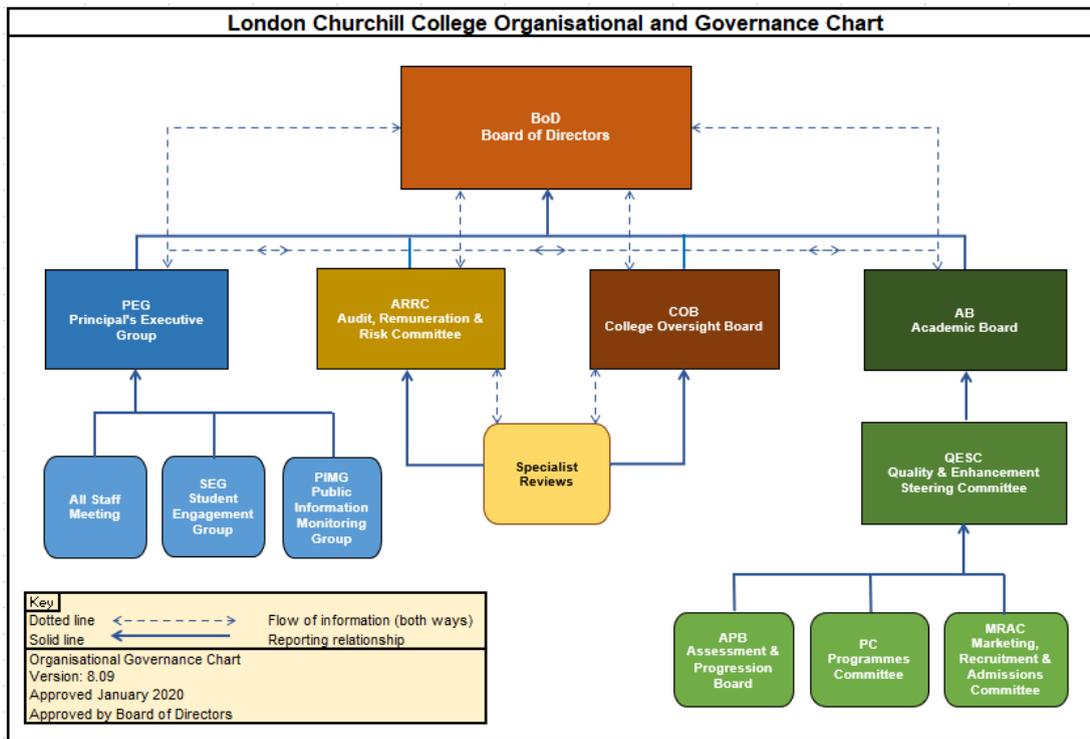
	If the College discovers information that suggests a key person is not of good character after she/he has been appointed to a role, the College must take appropriate and timely action to investigate and rectify the matter.	Action taken and recorded as required	Record the due process
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**13. Administration of the Fit and Proper Person Test**

13.1. The Test (see Appendix 1) will be administered by the College Principal, who is responsible for certifying annually to the Board of Directors and the COB (and if required, to the OfS and other statutory agencies) that all relevant persons [as identified above] fully satisfy the requirements of the Test.

**14. Organisational Governance Chart**

14.1. The following chart shows the juxtaposition of LCC Boards, Groups and Committees and communication interrelationships. This is a unicameral structure with operations and academic matters clearly delineated.



**15. Organogram**

15.1. The Organogram, showing the interrelationship of the main College post-holders and reporting structure, is available on the College’s website as a dynamic document and updated regularly to adjust to changing circumstances and may be viewed at <https://londonchurchillcollege.ac.uk/the-college-organogram/>.

**Appendix 1: ‘Fit and Proper’ Status for Individuals**

**16. Fit & Proper Person, Briefing Paper**

**16.1. Introduction**

16.1.1. The purpose of the self-assessment form is to collect information from all Directors, Non-Executive Directors, Non-Executive Board Members and

senior staff in order to satisfy the management and governance conditions around the College's registration with the OfS. As part of this, we need to demonstrate that "the organisation is owned and managed by 'fit and proper' persons";

- 16.1.2. We seek confirmation from you all when you are initially appointed in a post and then annual confirmation thereafter. We are now maintaining/updating this record for our own purposes and to be able to respond to any future OfS requirements.

## **16.2. Overview**

- 16.2.1. During the due diligence, we undertook as part of your appointment process, we established your good character and confirmed that you have the qualifications, competence, skills and experience that are necessary for your role;
- 16.2.2. We now ask you to re-confirm that you are a fit and proper person, as defined by the Regulatory Advice for the Registration of Current Providers for 2019-20 (Appendix 1). We also ask you to re-confirm your commitment to the Nolan Principles of Public Life and the Public Interest Governance Principles as set out by the OfS;
- 16.2.3. This form and the information contained within it will enable us to:
- a) bring to your attention the 'fit and proper' persons extract from the OfS Regulatory Advice for the Registration of Current Providers for 2019-20 (Appendix 1);
  - b) demonstrate our commitment to working with the highest standards of openness, integrity and accountability;
  - c) notify you on how the College will use the information and personal data you provide for (see below).

## **16.3. How we will use this information**

- 16.3.1. The OfS requires us to confirm that every individual whose details we have passed to it has consented in writing to the OfS holding and processing their personal data for the purpose of its regulation of the College, and that we will provide a copy of this consent on request (section 98 of Appendix 1). However, under General Data Protection Regulations (GDPR), the lawful basis under which it is necessary for us to process your personal data is contained within article 6 (c) of the GDPR: 'compliance with a legal obligation';
- 16.3.2. You will be invited to sign a declaration which states that you have read, understood and completed this form and you confirm you are a fit and proper person;
- 16.3.3. For more information about how the OfS will use your information please visit the OfS website. If you would like to know more about how the College uses the information it holds on you, please view our Staff Privacy Notice; we will follow the same approach to handling data on members of all Boards, Committees and Groups.

## Appendix 2: Fit & Proper Person, Self-Assessment

### 17. Self-Assessment Form and Declaration

If you answer 'yes' to any of the questions in this declaration, you must provide full details in additional information box, making it clear to which question you are referring.

*(All information provided will be kept confidential and managed in line with our Data Protection policy, see statement at the end of the form)*

No.	Question	Detail	Delete as appropriate
17.1.	Have you ever been or are you currently a director, a partner in a partnership, a trustee, secretary or controller of a company, or an officer of an organisation that has, either during your connection or within one year of that connection:	Gone into liquidation	Yes / No
		Called in a receiver or administrator	Yes / No
		Been wound up	Yes / No
		Been convicted of an offence that potentially carries a custodial offence for an individual	Yes / No
17.2.	Have you ever had or used a different personal name? (Answer yes regardless of the reason for the change or name or use of a different name)	Marriage	Yes / No
		Deed poll	Yes / No
		<i>Nom-de-plume</i>	Yes / No
17.3.	Have you ever been convicted of a criminal offence anywhere in the world? <sup>2</sup> You do not need to declare 'spent' convictions under the Rehabilitation of Offenders Act 1974.		Yes / No
17.4.	Have you ever been the subject of any adverse finding in civil proceedings, where relevant, including, but not limited to bankruptcy or equivalent proceedings (in the last three years)?		Yes / No
17.5.	Have you been involved in any abuse of the tax system?		Yes / No
17.6.	In the last five years, have you been the subject of any civil action relating to your professional or business activities that has resulted in a judgement or finding against you by a court, or a settlement (other than a settlement consisting only of the dismissal by consent of a claim against it and the payment of its costs) being agreed?		Yes / No
17.7.	Have you ever been disqualified by a court from being a director or from acting as a charity trustee, as set out in the Company Directors Disqualification Act 1986 or the Charities Act 2011, or from acting in the management or conduct of the affairs of any company?		Yes / No

<sup>2</sup> For example Conspiracy, Corruption, Involvement in serious organised crime or directing serious organised crime, Bribery, Cheating the Revenue, Conspiracy to defraud', fraud or theft, fraudulent trading, fraudulent evasion, destroying, defacing or concealing of documents or procuring the execution of a valuable security, attempting to pervert the course of justice, money laundering, terrorist offences or offences linked to terrorist activities, an offence in connection with the proceeds of drug trafficking

17.8.	In the last ten years, have you been:	Refused or been restricted in the right to carry on any trade, business or profession for which a specific licence, registration or other authority is required?	Yes / No
		Investigated about allegations of misconduct or malpractice in connection with your professional activities which resulted in a formal complaint being proved but no disciplinary order being made?	Yes / No
		The subject of disciplinary procedures by a professional body or employer resulting in a finding against you?	Yes / No
		Reprimanded, excluded, disciplined or publicly criticised by any professional body to which you belong or have belonged?	Yes / No
		Refused entry to or excluded from membership of any profession or vocation?	Yes / No
		Dismissed or requested to resign from any office, employment or partnership (other than through redundancy)?	Yes / No
		Reprimanded, warned about future conduct, disciplined or publicly criticised by any regulatory body, or any officially appointed enquiry concerned with the regulation of a financial, professional or other business activity?	Yes / No
		The subject of a court order at the instigation of any regulatory body, or any officially appointed enquiry concerned with the regulation of a financial, professional or other business activity?	Yes / No
17.9.	Are you currently undergoing any investigation or disciplinary procedures in respect of issues that would give rise to any 'yes' answers to questions in this declaration?	Yes / No	
17.10.	Have you been involved with any entity that has been refused registration to carry out a trade or has had that registration terminated?	Yes / No	
17.11.	Have you been dismissed from a position of trust or similar?	Yes / No	
17.12.	Have you been involved with a higher education provider that has had its registration refused or revoked by the Office for Students or has had similar action taken against it by another regulatory (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.?)	Yes / No	
17.13.	I have used arrangements notified under the Disclosure of Tax Avoidance Schemes ("DOTAS") rules in Part 7 Finance Act 2004 in respect of which a reference number has been issued under section 311 of Finance Act 2004, where the arrangements featured charitable reliefs or which used a charity, and where my tax position has been adjusted by HMRC to wholly or partly remove the tax advantage generated by the arrangements and such adjustments have become final.	Yes / No	
17.14.	Have you used tax arrangements which have been successfully counteracted under the general anti-abuse rules (see Part 5 of Finance Act 2013 or section 10 National Insurance Contributions Act 2014, as enacted or as amended from time to time) where such counteraction has become final?	Yes / No	
17.15.	Have you been actively involved in designing and/or promoting tax avoidance schemes featuring charitable reliefs or which used a charity?	Yes / No	
17.16.	Have you made compositions or arrangements with creditors from which you have not been discharged?	Yes / No	

<b>Additional Information</b>

<b>Declaration</b>
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I, the undersigned, declare the self-assessment to the London Churchill College and give consent to share it with the Office for Students, as evidence that I am a fit and proper person to hold the post for which I have been assessed.

Print Name:

Signature:

Date:

### **Appendix 3: Nolan Principles of Public Life**

The principles have been taken from the government website and are the basis of the ethical standards expected of public office holders. Please read the below principles and confirm your commitment to them in the self-assessment form.

- 17.17. Selflessness: Holders of public office should act solely in terms of the public interest;
- 17.18. Integrity: Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships;
- 17.19. Objectivity: Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias;
- 17.20. Accountability: Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this;
- 17.21. Openness: Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing;
- 17.22. Honesty: Holders of public office should be truthful;
- 17.23. Leadership: Holders of public office should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

### **18. Appendix 4: Public Interest Governance Principles as set out by the OfS**

- 18.1. The Principles below have been extracted from the OfS website and apply to all registered providers. Please read the below statements and confirm your commitment to them in the self-assessment form.
- 18.2. Academic freedom: Academic staff at an English higher education provider have freedom within the law:
- 18.3. to question and test received wisdom; and
- 18.4. to put forward new ideas and controversial or unpopular opinions; without placing themselves in jeopardy of losing their jobs or privileges they may have at the provider.
- 18.5. Accountability: The provider operates openly, honestly, accountably and with integrity and demonstrates the values appropriate to be recognised as an English higher education provider;
- 18.6. Student engagement: The governing body ensures that all students have opportunities to engage with the governance of the provider, and that this allows for a range of perspectives to have influence;
- 18.7. Academic governance: The governing body receives and tests assurance that academic governance is adequate and effective through explicit protocols with the senate/academic board (or equivalent);
- 18.8. Risk management: The provider operates comprehensive corporate risk management and control arrangements (including for academic risk) to ensure the sustainability of the provider's operations, and its ability to continue to comply with all of its conditions of registration;
- 18.9. Value for money: The governing body ensures that there are adequate and effective arrangements in place to provide transparency about value for money for students

and (where a provider has access to the student support system or to grant funding) for taxpayers;

- 18.10. Freedom of speech: The governing body takes such steps as are reasonably practicable to ensure that freedom of speech within the law is secured within the provider;
- 18.11. Governing body: The size, composition, diversity, skills mix, and terms of office of the governing body is appropriate for the nature, scale and complexity of the provider;
- 18.12. Fit and proper: 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;
- 18.13. Records: Where degree awarding powers (DAPs) are solely contained in the provider's governing documents, and no order either under section 76 of the Further and Higher Education Act 1992, or under the Higher Education and Research Act 2017 exists, the provisions setting out those powers must be retained and may not be altered without the consent of the Office for Students;
- 18.14. Independent members of the governing body: There must be at least one external member of the governing body who is independent of the provider, and whose term of office is normally limited to a maximum of three terms of three years or two terms of four years. For providers with large governing bodies, or more complex legal forms, additional independent members may be appropriate.

## Appendix 5: Self-Assessment Form

### 19. Fit and Proper Person Enquiries

Name of Director undertaking Assessment:

No.	Is the individual of good character?	Yes / No
19.1.		
19.2.	Evidence base:	
19.3.		
19.4.	Does the individual possess qualifications, competence, skills and experience that are necessary for the role?	Yes / No
19.5.		
19.6.	Evidence base:	
19.7.		
19.8.	Is the individual able by reason of health, after reasonable adjustments are made, to perform properly the tasks of the office or position for which appointed?	Yes / No
19.9.		
19.10.	Evidence base:	
19.11.		
19.12.	Has the individual completed the 'fit and proper person' self-assessment included in Declaration of Interests? When?	Yes / No
19.13.		
19.14.	Are there any positive responses? If so, list them below and state how these were dealt with	Yes / No
19.15.		

19.16.	What are the results of a company director search on the Companies House website? List all companies, including those no longer trading.																
19.17.	<table border="1"> <thead> <tr> <th>Company name and number</th> <th>Role</th> <th>Date of Appointment</th> <th>Appointment active? Yes / No</th> </tr> </thead> <tbody> <tr> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td></td> <td></td> <td></td> <td></td> </tr> </tbody> </table>	Company name and number	Role	Date of Appointment	Appointment active? Yes / No												
Company name and number	Role	Date of Appointment	Appointment active? Yes / No														
19.18.																	
19.19.	Results from checks of:																
19.20.	Disqualified directors on: <a href="https://www.gov.uk/search-the-register-of-disqualified-company-directors">https://www.gov.uk/search-the-register-of-disqualified-company-directors</a>	Yes / No															
19.21.	Individual insolvency register: <a href="https://www.insolvencydirect.bis.gov.uk/eiir/">https://www.insolvencydirect.bis.gov.uk/eiir/</a>	Yes / No															
19.22.	Bankruptcy and debt relief restrictions: <a href="https://www.insolvencydirect.bis.gov.uk/IESdatabase/viewbrobrusummary-new.asp">https://www.insolvencydirect.bis.gov.uk/IESdatabase/viewbrobrusummary-new.asp</a>	Yes / No															
19.23.	If the individual had identified that they are a trustee of a registered charity on their self-declaration, what are the result of a search of the Charity Commission's website of other trusteeships?																
19.24.																	
19.25.	Results of a search of disqualified trustees on <a href="http://apps.charitycommission.gov.uk/trusteeregister/search.aspx?RegisteredCharityNumber=&amp;CurrentLanguage=English&amp;SubsidiaryNumber=&amp;=DocType&amp;">http://apps.charitycommission.gov.uk/trusteeregister/search.aspx?RegisteredCharityNumber=&amp;CurrentLanguage=English&amp;SubsidiaryNumber=&amp;=DocType&amp;</a>																
19.26.																	
19.27.	Are there negative indicators following an internet search on the individual? Please list the searches run (include inter-alia: fraud, misconduct, disciplinary, disqualification, evasion, regulatory, reputation, discharge, financial)	Yes/No															
19.28.																	

Completed by:

Name		Job Title	
Date of initial completion			
Date of last update			

## Appendix 6: NED's or NEM's Appraisal

### 20. Appraisal Form

NEM's Name (Appraisee)		Appraisal by	
NEM's Role (Appraisee)			
Self-Assessment Form Completion Date		Appraisal Date	
Key: Response scale	<i>I believe I excelled in all requirements of the role in this factor (5);</i> <i>I believe I strongly met the requirements of the role in this factor (4);</i> <i>I believe I meet the requirements of the role on this factor (3);</i> <i>I believe I need to develop my skills and knowledge in this factor (2);</i> <i>I would appreciate help in dealing with this factor (1);</i> <i>Not applicable (0)</i>		

#### 20.1. Self-Assessment (to be completed by the Appraisee)

No.	Areas	Director's Response
20.1.1.	As a NEM I have always promoted the values set out in the Higher Education Code of Governance (2018 Revision): Autonomy; Academic freedom; Protecting the collective student interest; Transparency; Equality of opportunity and diversity; Accessible to all those who are able to benefit from it; Full and transparent accountability for public funding.	5 / 4 / 3 / 2 / 1 / 0
20.1.2.	How have I promoted: (short statement required):	
	1. Autonomy	
	2. Academic freedom	
	3. Protecting the collective student interest	
	4. Transparency	
	5. Equality of opportunity and diversity	
	6. Accessible to all those who are able to benefit from it	
	7. Full and transparent accountability for public funding	
20.1.3.	As the member I have conducted myself consistently with the Nolan principles of honesty, integrity, accountability, leadership, selflessness, objectivity and openness.	5 / 4 / 3 / 2 / 1 / 0

20.1.4.	How do I uphold the Nolan principles?	
20.1.5.	In respect to the long-term development of the College, I have participated in suggestions and actions that will drive forward the College's reputation and performance.	5 / 4 / 3 / 2 / 1 / 0
	How have I shaped and committed to the strategic vision? Such actions and suggestions might include improving income and costs, extension of our market, the quality of our offering to students and our competitive position vis-à-vis our competitor colleges	
20.1.6.	I have demonstrated my ability to bring astuteness and understanding to shape a strategic vision of the College and I have shown full commitment to it.	5 / 4 / 3 / 2 / 1 / 0
	How have I shaped and committed to the strategic vision? (Such actions and suggestions might include improving income and costs, extension of our market, the quality of our offering to students and our competitive position vis-à-vis our competitor Colleges)	
20.1.7.	I have always brought to the respective Boards/Committee my insight, knowledge, skills and experience and contributed to a well-balanced decision-making	5 / 4 / 3 / 2 / 1 / 0
	What skills have I employed?	
	What skills can I build on?	
20.1.8.	I have endeavored to be a team player, have respected the diversity of opinions in the respective Boards/Committee and have accepted the collective responsibility for leading the College and achieving real impacts for students.	5 / 4 / 3 / 2 / 1 / 0
	What new ideas have you put to the respective Boards/Committee that will enhance our offering to our students? (This could include 'domestic' improvements that help students integrate their studies with home life, recognising that the majority of our students are mature students).	
	How do I act as a team player?	
	How can I improve on my contribution to make a real impact for students?	
20.1.9.	I attend all relevant meeting regularly and effectively, read the Board papers well in time and prepare and submit board papers routinely.	5 / 4 / 3 / 2 / 1 / 0
	How effective am I at the meetings?	
	How can I improve on this?	

20.1.10.	I have always ensured that decision-making reflects a well-balanced discussion and I have scrutinised the information on which the decisions are made.	5 / 4 / 3 / 2 / 1 / 0
	How well do I participate in Boards/Committee discussions and decisions?	
	How can I improve my participation?	
20.1.11.	I have always monitored the performance of LCC to ensure that it functions efficiently and its activities are aligned with its mission, aims and objectives.	5 / 4 / 3 / 2 / 1 / 0
	What new external contacts have I made that provide the College with new resources? (These might include business contacts who can provide work experience opportunities, new sources of students or possible recruits to College staff).	
	How do I ensure LCC functions within its Mission, etc. statements?	
20.1.12.	I have demonstrated the strength of resolve to hold others to account for agreed targets and showed the readiness to be held accountable for my own action as a Board member.	5 / 4 / 3 / 2 / 1 / 0
	How able am I to hold other respective Boards/Committee members and myself to account?	

## 20.2. Assessment of Performance by the Appraiser

Assessment Area	Appraiser's Comment
The member's contribution in shaping the strategic direction of the College or achievement of the strategic objectives.	
The member's contribution to the monitoring of the College performance against the mission, goals and performance indicators.	
To what extent the director upheld the College values and ethos and observed the principles of public life.	
What are the specific strengths of the member?	
What are the learning and development needs of the member?	
Any further comments, including any actions agreed to improve performance	
Is the member role clear on his/her role in the College?	Yes / No

Assessor' Summative Score	Strong performance	Fully competent	Needs development	Poor performance
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Overall assessment of performance ( <i>indicate with an 'x'</i> )				
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Appraiser		Appraisee	
Signed		Signed	
Name		Name	
Date		Date	
Appeal			
I do not agree the appraiser's comments and wish to appeal.			
Signed			

Fit and Proper Person Status:	
Has the appraisee confirmed that she/he continues to be a 'fit and proper' person?	Yes / No
Other Comments	