

## M6. Fit and proper person test

1. Members shall bear responsibility for confirming that the individuals who collectively own and control the institution all pass the fit and proper person test.
2. Where a Member is unsure whether or not an individual passes the test, for instance because one or more of the indicators below is considered likely to be met, they should inform IHE so that further investigation may be carried out and a determination then made by the Board.
3. Where a single indicator is found to be met, for instance a past involvement with a provider refused registration with the OfS, the Board may nevertheless determine that an individual passes the fit and proper person test for the purposes of IHE Membership.
4. A fit and proper person
  - is of good character;
  - has the qualifications, competence, skills and experience that are necessary for their role;
  - is able by reason of their health, after reasonable adjustments are made, to properly perform the tasks of the office or position for which they are appointed;
  - 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.
5. The following are indicators that a person may **not** be a fit and proper person:
  - disqualification from acting as a company director, or from acting as a charity trustee, as set out in the Company Directors Disqualification Act 1986 or the Charities Act 2011;
  - unspent conviction of a criminal offence anywhere in the world;
  - subject of any adverse finding in civil proceedings, where relevant, including, but not limited to bankruptcy or equivalent proceedings (in the last three years);
  - subject of any adverse findings in any disciplinary proceedings by any regulatory authorities or professional bodies;
  - involvement in any abuse of the tax systems;
  - involvement with any entity that has been refused registration to carry out a trade or has had that registration terminated;
  - involvement in a business that has gone into insolvency, liquidation or administration while the person has been connected with that organisation or within one year of that connection;
  - dismissal from a position of trust or similar;
  - involvement as a decision maker within a higher education provider that has had its registration refused or revoked by the OfS or has had similar action taken against it by

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Regulation M6  
Version 1.0  
Date for review: Q3 2026

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.);

- found to have committed an act of academic fraud or misconduct, or falsely claim to hold a qualification they do not, or claim to hold a qualification which was not awarded by a recognised institution with the relevant authority to do so;
- current personal or business interests which create a conflict with their duties and responsibilities to the institution which cannot be sufficiently managed to ensure they will put the interests of the institution and its students first;
- having held a key decision-making role in an institution at a time when it
  - seriously and/or persistently breached consumer protection law (and the minimum requirements for compliance as set out in CMA guidance to UK higher education providers),  
*or*
  - was implicated in fraud or other criminality,  
*or*
  - failed to maintain the systems and processes necessary to prevent the proliferation of fraud, academic misconduct, or consistently poor student outcomes.