

LAINE

THEATRE ARTS

Policies

Fit and Proper Persons Policy

FIT AND PROPER PERSONS POLICY

1. PURPOSE

This Policy sets out the approach of Laine Theatre Arts to ensuring that all individuals appointed as Directors of Laine Theatre Arts Limited and as designated senior post holders are fit and proper persons to hold their respective offices and positions.

The Policy supports the College's compliance with the Office for Students Initial Condition of Registration E9: Individuals, which requires that individuals who are Directors or designated senior post holders of a registered higher education provider satisfy requirements of fitness and propriety.

This Policy should be read alongside the Governance Handbook 2025-26, the Directors and Designated Senior Post Holders Code of Conduct, and the Declaration of Interests Policy.

2. SCOPE

This Policy applies to:

- all Directors of Laine Theatre Arts Limited, whether Independent Non-Executive Directors, Executive Directors, or Representatives of the Holding Company;
- all designated senior post holders, including the Principal & Artistic Director, the Executive Director, the Academic Director, and the Director of Finance; and
- individuals designated as Key Individuals in accordance with Office for Students Condition E9, namely: the Chair of the Board of Directors, the Accountable Officer (Principal & Artistic Director), the Finance Senior Manager (Executive Director), and the Independent Member of the Governing Body (Chair of the Audit & Risk Committee).

For the purposes of this Policy, the above individuals are referred to collectively as 'relevant individuals'.

3. REGULATORY AND LEGAL FRAMEWORK

The Office for Students Initial Condition of Registration E9 requires that registered providers ensure their Directors and designated senior post holders are fit and proper persons. The Condition sets out specific matters which, if applicable to an individual, must be taken into account in making a fitness and propriety determination.

The relevant matters set out in Office for Students Condition E9.5 and E9.7 include, but are not limited to:

- a criminal conviction (other than a spent conviction within the meaning of the Rehabilitation of Offenders Act 1974);
- a finding of misconduct, negligence, or fraud by a court, tribunal or regulatory body;
- disqualification as a company director;
- bankruptcy, insolvency, or involvement with an organisation that has become insolvent;
- removal from a position of trust or responsibility on grounds of dishonesty, misconduct, or safeguarding concerns;
- inclusion on a barred list or disqualification from working with children or vulnerable adults; and
- any other matter that calls into question an individual's integrity, honesty, or suitability to hold office.

Directors of Laine Theatre Arts Limited are also subject to the director duties set out in the Companies Act 2006, which require each Director to act within their powers, exercise independent judgement, avoid conflicts of interest, and act in the way most likely to promote the success of the College for the benefit of its members as a whole.

4. FITNESS AND PROPRIETY REQUIREMENTS

All relevant individuals are required to be, and to remain throughout their tenure, fit and proper persons for the purposes of their role. In assessing fitness and propriety, the College will consider whether an individual:

- is of good character and has demonstrated integrity and honesty in their professional and personal life;
- has the qualifications, expertise, and experience appropriate to their role;
- is by reason of their physical and mental health able to properly perform the tasks and responsibilities of their office or position;
- has not been subject to any of the matters listed in Section 3 above; and
- does not have conflicts of interest that, taken together, call into question their suitability to hold office.

For Key Individuals, the fitness and propriety assessment also encompasses the knowledge and expertise requirements established by the Board in accordance with Office for Students Condition E9.3(b), as set out in the Governance Handbook 2025-26.

5. PRE-APPOINTMENT CHECKS

No Director or designated senior post holder may take up office or their post until the Board, or the Chair acting on delegated authority, has formally confirmed satisfactory completion of the required due diligence and fit and proper person checks.

The following checks are conducted as a standard suite for all prospective relevant individuals. The specific checks applied to each individual are determined proportionately by reference to their role and level of responsibility:

- a self-declaration by the individual addressing all matters relevant to Office for Students Condition E9 and this Policy;
- verification of identity and employment history, and the taking up of references;
- relevant Companies House and insolvency or director disqualification checks;

- criminal record checks, where appropriate and proportionate to the role; and
- consideration of any relevant regulatory or legal findings, including any matters arising from prior employment in the higher education sector or other regulated environments.

Where a prospective relevant individual has previously been subject to check processes at another registered higher education provider, the College may take such assurances into account but will nonetheless ensure that its own assessment has been completed and documented.

6. ANNUAL DECLARATIONS

All relevant individuals are required to sign a Fit and Proper Person Declaration at the time of their appointment and to renew that declaration annually thereafter.

The annual declaration will require each individual to confirm:

- that the information provided at the time of appointment remains accurate and complete;
- that there are no new matters arising since the last declaration that are relevant to their fitness and propriety under this Policy; and
- that there are no health, capacity or conduct matters materially affecting their ability to perform the responsibilities of their role.

Annual declarations are coordinated by the Secretary to the Board of Directors and are reviewed as part of the College's annual governance assurance processes. Confirmation of the completion of annual declarations is included in the Board's annual Governance Assurance Statement.

7. THE FIT AND PROPER PERSONS REGISTER

The College maintains a Fit and Proper Persons Register, which records for each relevant individual:

- the name and role of the individual;
- the checks undertaken and the date of completion;

- the outcome of each check;
- the identity of the decision-maker confirming suitability; and
- any material matters identified and the Board's decision and supporting rationale in respect of those matters.

The Secretary to the Board of Directors is responsible for coordinating and maintaining the Fit and Proper Persons Register, ensuring that checks are completed for all relevant individuals upon appointment and reviewed at least annually.

A summary of the status of the Fit and Proper Persons Register is presented to the Board of Directors as part of the annual Governance Effectiveness Report and is recorded in the minutes of the relevant meeting.

8. DECISION-MAKING AND SUITABILITY DETERMINATIONS

The Chair of the Board of Directors is responsible for reviewing the outcome of fit and proper person checks and for making the suitability determination in respect of each relevant individual. The outcome of this determination is recorded in the Fit and Proper Persons Register.

Where a check reveals a matter listed in Office for Students Condition E9.5 or E9.7, it will be escalated to the Chair of the Board of Directors and, where appropriate, to the full Board of Directors for consideration before a suitability determination is made. Any such matter will be documented in the Fit and Proper Persons Register alongside the Board's decision and supporting rationale.

Where a concern relates to the Chair of the Board of Directors, the suitability determination shall be made by the Deputy Chair of the Board of Directors or another appropriate independent member of the Board.

The Board of Directors retains ultimate responsibility for ensuring that all relevant individuals satisfy the requirements of this Policy.

9. ONGOING OBLIGATIONS

The obligation to be a fit and proper person is a continuing one throughout an individual's tenure. Relevant individuals must:

- promptly disclose to the Secretary to the Board of Directors or the Chair of the Board of Directors any new matters arising during their tenure that are relevant to their fitness and propriety, including any of the matters listed in Section 3 of this Policy;
- continue to act at all times in accordance with the Nolan Principles of Public Life and the Directors and Designated Senior Post Holders Code of Conduct; and
- maintain the level of knowledge and expertise required for their role as set out in the Governance Handbook.

Material or persistent conflicts of interest, or failures to disclose relevant matters, may be considered as part of the College's ongoing fitness and propriety assessment. The College's approach to managing conflicts of interest is set out in the Declaration of Interests Policy and in the Governance Handbook.

Any material concern arising between annual reviews shall be escalated immediately to the Chair of the Board of Directors and, where appropriate, to the full Board of Directors for consideration.

10. HEALTH AND CAPACITY

Laine Theatre Arts is committed to ensuring that all relevant individuals are able, by reason of their physical and mental health, to properly perform the tasks and responsibilities of their office or position. The College will offer reasonable adjustments and other support as required under the Equality Act 2010.

Where a relevant individual is unable to perform their duties due to ill health or incapacity, this should be raised with the Chair of the Board of Directors (or, where the concern relates to the Chair, with the Deputy Chair or another independent member of the Board). The matter will be handled sensitively and in accordance with the College's relevant equality and wellbeing policies.

Where a relevant individual is unable to perform their duties for a period in excess of four weeks, or where the individual does not expect to resume their duties within a reasonable timescale, the Board shall confirm the delegation of authority formally and, where appropriate, notify the Office for Students.

The Secretary maintains an appropriate confidential record confirming that annual health and capacity declarations or confirmations have been completed for all relevant individuals in accordance with Office for Students Condition E9.

11. CONCERNS AND REMEDIAL ACTION

Where a concern arises about whether a relevant individual continues to satisfy the requirements of this Policy, the matter will be escalated to the Chair of the Board of Directors (or, where the concern relates to the Chair, to the Deputy Chair or another appropriate independent member of the Board).

The Chair will consider the nature and seriousness of the concern and will determine the appropriate course of action, which may include:

- seeking further information or clarification from the individual;
- commissioning additional checks or an independent assessment;
- referral to the full Board of Directors for consideration; and
- in serious cases, the removal of the individual from office in accordance with the College's governing documents.

Any decision made in response to a fitness and propriety concern will be documented in the Fit and Proper Persons Register together with the Board's decision and supporting rationale.

Where the Office for Students is required to be notified of a matter under the College's conditions of registration, the Accountable Officer shall ensure that notification is made promptly.

12. CONFIDENTIALITY AND DATA PROTECTION

Information gathered as part of the fit and proper persons process will be treated as confidential and handled in accordance with the College's Data Protection

Policy and all applicable data protection legislation. Such information will be shared only with those who need to know it for the purpose of making a suitability determination or for the discharge of the College's regulatory obligations.

The Fit and Proper Persons Register and associated records are maintained securely by the Secretary to the Board of Directors.

13. REVIEW

This Policy will be reviewed annually by the Board of Directors as part of the annual Governance Effectiveness Review process, and any amendments arising from that review will be formally approved by the Board at the first meeting of each academic year.

This Policy will also be reviewed whenever material changes occur to the Office for Students Conditions of Registration or other applicable regulatory requirements.

KEY DATA

Version:	1.0
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