



GUIDANCE ON ELIGIBILITY TO SERVE AS A GOVERNOR AND TRUSTEE OF UNIVERSITY OF THE ARTS LONDON

STATUS OF THE UNIVERSITY

1. The University was established as a higher education corporation under the Education Reform Act 1988 and has the status of an exempt charity. Its membership is determined in accordance with an Order of the Privy Council, known as the Instrument of Government. Governors are charity trustees.

ELIGIBILITY

OfS Requirements

2. The Office for Students (OfS) requires that the trustees of all registered providers are 'fit and proper persons'. This means that governors, as trustees, are expected to:
 - a) Be of good character
 - b) Have the necessary qualification, competence, skills and experience for the role.
 - c) Be able, by reason of health, after reasonable adjustments are made, to properly perform the tasks of the office or position for which they are appointed.
3. Governors must not have been responsible for, been privy to, contributed to, or have facilitated any serious misconduct or mismanagement (whether unlawful or not) in their enjoyment or in the conduct of any entity with which they are or have been associated.
4. Individuals **may be ineligible** to serve as governor, and must contact the Governance team as soon as possible, if they:
 - a) Are disqualified 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 and 2016 (from 1 August 2018 trustee disqualifying reasons will include disobeying a Commission Order, being a designated person (under specific anti-terrorist legislation) and being on the sex offenders register; for further information see <https://www.gov.uk/guidance/automatic-disqualification-rules-for-charity-trustees-and-charity-senior-positions>).
 - b) Have an unspent conviction of a criminal offence anywhere in the world (or a spent conviction involving an offence of dishonesty, fraud, financial crime or an offence under legislation relating to higher education, further education and charities).
 - c) Have 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).
 - d) Have been the subject of any adverse findings in any disciplinary proceedings by any regulatory authorities or professional bodies.
 - e) Have been involved in any abuse of the tax systems.
 - f) Have been involved with any entity that has been refused registration to carry out a trade or had had that registration terminated.

- g) Have been involved in a business that has gone into insolvency, liquidation or administration while the individual has been connected with that organisation or within one year of that connection.
- h) Have been dismissed from a position of trust or similar.
- i) Have been involved 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).

Additional HMRC Requirements

5. Governors must also meet the additional requirements of HMRC for charity trustees, and must confirm that they:
- a) Have not been involved in tax fraud or other fraudulent behaviour including misrepresentation and/or identity theft.
 - b) Have not 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 their 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.
 - c) Have not 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.
 - d) Have not been actively involved in designing and/or promoting tax avoidance schemes featuring charitable reliefs or which used a charity, and they are not:
 - a promoter² named by HMRC under the Promoters of Tax Avoidance Schemes (POTAS) legislation in Part 5 of Finance Act 2014, or;
 - a promoter of any tax arrangements designed or intended to obtain for any person a tax advantage and such tax advantage has successfully counteracted by HMRC under the general anti-abuse rule (see Part 5 of Finance Act 2013 and section 10 National Insurance Contributions Act 2014 as enacted or as amended from time to time) and such counteraction has become final, or;
 - a promoter of arrangements notified under DOTAS, in respect of which a reference number has been issued under section 311 of Finance Act 2004, and the tax position of all or any of the users of the arrangements has been adjusted by HMRC to wholly or partly remove the tax advantage generated by the arrangements and such adjustments have become final.
 - e) Have not made compositions or arrangements with their creditors from which they have not been discharged.

Governing Document Requirements

6. The University's Instrument of Government states that the following categories of person are ineligible for appointment other than as **co-opted** governors:
- employees of the University *
 - full time students at the University **
 - elected members of any local authority***
- * except where the employee is nominated by the Academic Board
 ** except where a student is nominated by the students within limits set by the Instrument
 *** the definition of local authority in the Education Reform Act does not include Parish Councils.