



REPORTABLE AND MATERIAL ADVERSE EVENTS POLICY AND PROCEDURE

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REPORTABLE AND MATERIAL ADVERSE EVENTS POLICY AND PROCEDURE

1. INTRODUCTION

1.1 PURPOSE

The University has a regulatory obligation to report particular incidents or circumstances (“Reportable Events”) to its principal regulator, the Office for Students’ (“OfS”),¹ in accordance with the provisions of Condition F3 of the OfS Regulatory Framework². The University is also required to report any material adverse change in its position (“Material Adverse Events”) to the OfS without delay, in accordance with the provisions of the OfS Terms and Conditions of funding for Higher Education Institutions.

The University also has other reporting obligations as its activities are subject to regulation by a number of other bodies in addition to the OfS, including the Home Office UK Visas and Immigration division (UKVI); the Health and Safety Executive (HSE); the Information Commissioner’s Office (ICO); Research England, and a number of professional, statutory and regulatory bodies who accredit programme delivery. Some of the events which need to be reported to such bodies may also need to be reported to the OfS, depending on their impact on the University’s business.

This Reportable Events Policy and Procedure (“Policy and Procedure”) is an integral component of the University’s governance and assurance framework and demonstrates the University’s commitment to ensuring good governance and to complying with its regulatory obligations. In keeping with OfS requirements, the University has effective arrangements in place to provide certain assurances to Council including assurance that the University:

- Has a robust and comprehensive system of risk management, control and corporate governance which includes the prevention and detection of corruption, fraud, bribery and other irregularities;
- Plans and manages its activities to remain sustainable and financially viable;
- Informs the OfS of any material change in its circumstances, including any significant developments that could impact on the mutual interests of the University and the OfS; and

¹ The OfS is the independent regulator for English higher education providers, established by the Higher Education and Research Act 2017 (HERA). It registers and monitors higher education providers to ensure that conditions of registration are satisfied. It has a range of powers to intervene where there is or has been a breach of a condition, or where there is an increased risk of such a breach. It has enforcement powers that include the power to impose a financial penalty, to suspend aspects of a provider’s registration and to deregister a provider. The OfS advises that it is a principles-based, rather than a rules-based, regulator. This means that it requires registered providers to satisfy the baseline requirement set out in each condition of registration, but it allows for different providers to satisfy this baseline in different ways.

² “Securing student success: Regulatory framework for higher education in England (February 2018)” (the “**Conditions of Registration**”). Extracts of Condition F3 of the Conditions of Registration are set out in Annex A.

- Complies with the mandatory requirements relating to audit and financial reporting, set out in the OfS Audit Code of Practice and in the OfS annual accounts direction.

The University has developed and will continue to maintain effective management overview of OfS requirements and the University's level of compliance with such requirements. It has also taken appropriate steps to ensure that its staff understand the role of the OfS in the regulation and monitoring of the University's business activities. Key steps include the establishment of a Regulatory Framework Group, the development of an OfS Compliance Risk Register, and regular reporting to the Audit Committee and Council on reportable events and compliance with OfS requirements.

This Policy and Procedure (i) explains what constitutes Reportable and Material Adverse Events; (ii) sets out the process for reporting Reportable and Material Adverse Events pursuant to the OfS reporting requirements; and (iii) sets out the roles and responsibilities of various individuals and groups within the University charged with ensuring that the University meets its regulatory requirements and commitment to ensuring good governance. It should be read in conjunction with other relevant University policies and procedures, including the University's Financial Regulations; Public Interest Disclosure Policy; Anti-Corruption & Bribery Policy; Counter-Fraud Policy, Data Protection Policy; Data Breach Procedure; and the Raising Concerns Procedure. All policies and procedures are available on the University's website:

<https://www.roehampton.ac.uk/corporate-information/policies/>

<https://portal.roehampton.ac.uk/information/finance/financial-regulations/Pages/default.aspx>

1.2 SCOPE

Incidents or events arise from time to time which are connected to the University's many activities; its student or staff; its partners and other stakeholders. They may be brought to the University's attention by such means as concerns raised by individuals or bodies, internal or external reviews, audits or inspections. It is not feasible to deal with all such incidents and events under this Policy and Procedure. Those which have a minor impact on the University's business including its finances, service delivery (including health and safety provision), and which do not fall within the scope of the OfS reporting requirement as detailed in paragraph 3 below and Annex A, will continue to be dealt with through such means as local management action and under relevant policies and procedures. Some matters for which the OfS has monitoring authority such as the Prevent Duty are dealt with under separate established procedures for reporting to the OfS.³

The use of sound professional assessment and judgement by all individuals is encouraged in the reporting and investigation of all incidents and events in order to ensure that they receive the appropriate level of consideration, are dealt with appropriately and are brought to a satisfactory resolution. The University has an internal audit process and a policy and procedures review process in place to mitigate against any adverse events relating to the University, in particular those that are of a significant nature that would warrant reporting to the OfS.

This Policy and Procedure applies to all staff of the University irrespective of their contract of employment. In addition to staff, this Policy and Procedure also applies to students of the University, and any other individual or organisation which has a relationship with the University (such as partners and subcontractors providing services on the University's behalf).

³ The OfS is the monitoring authority of the Prevent Duty in the higher education sector, as set out in the Counter Terrorism and Security Act 2015 (CTSA).

2. RESPONSIBILITIES

2.1 Council has responsibility for interactions between the University and the OfS and has ultimate accountability for the University's compliance with the OfS requirements. It has delegated authority to the Chair of Council, the Vice-Chancellor, the Audit Committee and the Clerk to Council to undertake specific functions to fulfil OfS requirements as detailed herein. Council shall receive a report from the Audit Committee at each meeting on Reportable and Material Adverse Events. The Audit Committee shall have a standing agenda item on such events at each of its meetings. Notwithstanding this, the Clerk to Council should exercise discretion in determining whether a particular event should be brought to the immediate attention of the Audit Committee and/or Council.

2.2 The Audit Committee is responsible for monitoring the implementation of and compliance with this Policy and Procedure, and for overseeing its annual review.

2.3 The Vice-Chancellor is the University's Accountable Officer and is therefore responsible for delegating authority appropriately within the University to ensure that the OfS is notified of reportable events. All events submitted to the OfS should be done so on behalf of the Chair of Council. Operationally, most Reportable or Material Adverse Events will be submitted by the Clerk to Council, the nominated Reporting Officer, in consultation with the Vice-Chancellor and Chair of Council.

2.4 In addition to the duties set out at paragraph 5 below, the Clerk to Council shall also be responsible for:

- (i) Notifying the Chair of Council of decisions made under this Policy and Procedure at the earliest opportunity and keeping Council informed of any response from the OfS.
- (ii) Reporting all decisions regarding potential reportable events and Reportable Events to the Audit Committee at its next meeting following the date of the decision. If the Reportable Event is considered by the Clerk to Council to be a serious one, the Clerk to Council shall notify the Chair of the Audit Committee of the decision to report the event to the OfS at the earliest opportunity in advance of the meeting.
- (iii) Keeping the senior management team informed of the decision-making regarding the Reportable Event, including any requests for additional information and other correspondence from the OfS regarding the Reportable Event.

2.5 All members of the University's staff are responsible for the success of this Policy and Procedure and should ensure they use it to disclose any potential Reportable and Material Adverse Events. They also have a responsibility to co-operate fully with colleagues or agents conducting internal checks or reviews or investigations under this Policy and Procedure.

Further details of responsibilities are set out in **Annex B**.

3 WHAT CONSTITUTES A REPORTABLE EVENT AND A MATERIAL ADVERSE EVENT

3.1 A Reportable Event is defined in paragraph 494 of the OfS Regulatory Framework (the Regulatory Framework) as: "any event or circumstance that, in the judgement of the OfS, materially affects or could materially affect the provider's legal form or business model, and/or its willingness or ability to comply with its conditions of registration."

3.2 The Regulatory Framework sets out the following twelve categories of Reportable Events, further details of which are set out in Annex A:

- 1) A change in circumstances (significant sale, merger, acquisition, status change, joint ventures, material change in business model).

- 2) A change in ownership (concerning $\geq 50\%$ of shareholding).
- 3) A change of control of the HEI (including a change of Governing Body Chair or a change of the Accountable Officer, including an interim).
- 4) Becoming aware of suspected or actual fraud or financial irregularity.
- 5) Becoming aware of legal or court action.
- 6) Resolving to cease to provide higher education.
- 7) Regulatory investigation and/or sanction by regulatory investigation and/or sanction by other regulators, e.g. Charity Commission, Home Office.
- 8) Loss of accreditation by a Professional, Statutory or Regulatory Body (PSRB).
- 9) New partnerships, including validation or sub-contractual arrangements.
- 10) Opening a new campus.
- 11) Intended campus, department, subject or provider closure.
- 12) Any other material events with possible financial viability or sustainability implications.

3.3 Material Adverse Events

The University is also required through its Accountable Officer to report:

1. Any **material adverse change** in the University's position without delay – such as:
 - a significant and immediate threat to the financial position.
 - significant fraud (that is, fraud of £25,000 or higher), or
 - impropriety or major accounting breakdown.
2. Any merger with another institution or organisation.
3. Any material changes in its financial performance and position relative to its submitted forecasts.

In addition, the University's Council must inform the OfS without delay of:

4. The removal or resignation of the external or internal auditors before the end of the term of their appointment, including the reason for the removal or resignation.

Material adverse events need to be reported to all of the following:

- the chair of the Audit Committee;
- the chair of Council;
- the head of the University's internal audit;
- the University's external auditor; and
- the OfS at regulation@officeforstudents.org.uk

4. CONFIDENTIALITY

The University encourages the reporting of events under this Policy and Procedure and aims to promote a culture in which individuals feel confident reporting. Individuals who report events are encouraged to identify themselves but should an individual wish to report an event anonymously, the University will make every effort not to disclose that individual's identity. It may however be necessary (for example where an investigation is required) to reveal the identity of the individual, in which case, this will be discussed with the individual.

Reports which are provided anonymously will be considered at the discretion of the University according to the seriousness of the issues concerned and the likelihood of confirming the allegation from alternative credible sources.

5. PROCEDURE FOR NOTIFYING THE UNIVERSITY OF A POTENTIAL REPORTABLE OR MATERIAL ADVERSE EVENT

5.1 The University is reliant on its staff, students and stakeholders to bring any Reportable Events to its attention, without delay. The OfS requires notification of reportable events within five days of the event being identified and in any event without undue delay. Wherever possible, the OfS expects to be notified by the University as soon as the University is aware of such an event or circumstance, whether this is before, during or after its occurrence.

5.2 Staff, students or other stakeholders who have a reasonably held concern about an incident or circumstance which falls under the events listed in paragraph 3 above should report the matter in writing (preferably by email) to the Clerk to Council without delay. If it is not possible or appropriate to report the case to the Clerk to Council, then the written report should be sent to the Vice-Chancellor or to the Chair of Council.

5.3 If an individual has any doubt as to whether an incident or circumstance falls within the preview of paragraph 5.2 above, the default should be to notify the Clerk to Council of the incident or circumstance without delay.

5.4 Individuals making reports should state/provide:

- The date on which they became aware of the potential reportable event.
- The nature of the incident or circumstance if possible (breach of University constitutional documents or regulations, loss of accreditation, fraud etc.).
- A summary of the potential reportable event and provide all held in relation to it.
- Details of any partners or regulatory bodies involved and/or the names of any individuals involved connected with the incident/circumstance.
- Details of any existing procedures involved in managing the potential reportable event.
- The impact or potential impact of the incident/circumstance on the University.
- Whether the reporting individual reported the incident/circumstance to another individual, authority or regulatory body prior to making a report in accordance with this Policy and Procedure or is under an obligation so to do.
- Whether any existing applicable University policies have been consulted - e.g. the Public Interest Disclosure Policy or Data Breach Procedure.
- Details of any ongoing inquiries into the incident or circumstance and any actions taken to date.

5.5 The determination of whether a report should be made to the OfS rests with the responsible officer (whether the Clerk to Council, Vice-Chancellor or other member of the senior management team). It is not the responsibility of the person making the report. The incident or circumstance reported will be assessed by the Clerk to Council to determine whether the criteria for a Reportable Event or Material Adverse Event have been met and therefore whether a recommendation should be made to the Chair of Council that a report to the OfS is required.

5.6 Following receipt of a report, the Clerk to Council will consider the reported information and at their discretion and where appropriate will offer to hold a meeting with the person who submitted the report. Such a meeting may be held for the purpose of obtaining further and better particulars regarding the reported incident or circumstance.

The Clerk to Council will also consider whether it is appropriate to refer the matter to an appropriate individual for further assessment (for example a member of staff or external advisor with relevant knowledge or expertise in such areas as finance, legal, quality assurance or auditing).

5.7 The Clerk to Council will also consider whether the potential reportable event is likely to trigger the University's [Student Protection Plan](#) and will consult with the Academic Registrar in relation to this.

5.8 The Clerk to Council and or Vice-Chancellor shall consult with the Chair of Council, as considered appropriate for the circumstances, to determine whether a report needs to be submitted to the OfS. In significant cases, the Chair of the Audit Committee will be informed at the time of reporting to the OfS and in all cases a report will be provided to the next Audit Committee meeting for monitoring and compliance purposes.

5.9 The Clerk to Council will also determine whether reported matters require further investigation following the initial assessment.

5.10 If a reportable event concerns the Accountable Officer or Clerk to Council and it would not be appropriate for those officers to make or delegate reporting, Council must itself make the report through the Chair of the Audit Committee or clearly delegate the action to report the matter to another appropriate individual who is not the Accountable Officer or Clerk to Council. Where the Accountable Officer is the subject of a report, the individual making the report must clearly state that it would not be appropriate for the OfS to respond to the Accountable Officer, as responses from the OfS will otherwise be sent to the Accountable Officer.

6. INVESTIGATIONS

6.1 The Clerk to Council may appoint an 'Investigating Officer' to investigate a reported incident or circumstance under this Policy and Procedure. The Investigating Officer will be a senior manager at the University independent of the matter reported. If the subject of the report involves a member of the senior management of the University, the Investigating Officer shall be the Head of Internal Audit or other independent advisor.

6.2 Prior to the commencement of an investigation, the Investigating Officer will consider whether the investigation should be carried out under another internal procedure including for example, the Counter-Fraud Policy, the Public Interest Disclosure Policy or the Staff Disciplinary Procedures.

6.3 The Investigating Officer will prepare a written report to the Clerk to Council. The Clerk to Council will share the report with the Vice-Chancellor, where appropriate, and will consult the Vice-Chancellor on whether a recommendation should be made to the Chair of Council to report the matter to the OfS. A copy of the investigation report shall normally be shared with the Chair of Council and the Chair of the Audit Committee, as well as such other persons or groups as deemed appropriate. The Investigating Officer may also make recommendations such as changes to internal procedures to minimise the risk of a reoccurrence of the reportable event.

6.4 In keeping with the time requirements for OfS notifications, any investigation under this Policy and Procedure will be conducted as speedily as possible.

6.5 Investigations will be conducted in accordance with best practice including the maintenance of confidentiality.

7. SUBMISSION OF REPORTABLE OR MATERIAL ADVERSE EVENTS TO THE OfS

7.1 Details of Reportable Events must be submitted via the OfS online portal, using the secure access key provided to the Accountable Officer.

7.2 There are 3 standardised forms (Excel documents), with added attachments permitted:

- a) Form 1A - Accountable Officer and Chair of Governing Body changes;
- b) Form 1B - Declaration of directorships/trusteeships at other organisations (for members of Council);

c) Form 2 - Other Reportable Events.

7.3 Once completed successfully, the portal provides onscreen confirmation. The OfS Regulation Team will then review the information received and will make contact with the University to confirm if further information or action is required.

8. RECORD KEEPING

8.1 The Clerk to Council shall keep a written record of the decision-making process (including the rationale for the decision made) relating to the consideration of all matters reported under this Policy and Procedure, as well as all Reportable and Material Adverse Events submitted to the OfS.

9. GUIDANCE

9.1 All senior staff, directors and heads of department shall be provided with appropriate guidance to ensure their awareness and understanding the OfS requirements and their responsibility under this Policy and Procedure to bring relevant matters to the attention of the University's in a timely manner.

9.2 Guidance will be offered to all members of Council annually to ensure they understand the OfS reporting requirements, the roles and responsibilities of the OfS and of Council and its individual members. The University will also ensure that members of Council are kept up to date with any significant developments relating to the OfS.

10. REVIEW, APPROVAL & PUBLICATION

10.1 The Regulatory Framework Group shall review this Policy and Procedure from a regulatory and operational perspective annually to ensure that it is reflective of the requirements of the Framework and Terms and Conditions of Funding and submit its findings and any revisions to the Audit Committee for approval.

10.2 The Clerk to Council shall ensure that the effectiveness of actions taken in response to concerns raised under this Policy and Procedure is adequately reviewed and shall periodically review the incidents and circumstances reported under this Policy and Procedure to establish if there are trends that require further investigation.

10.3 Amendments and future versions of the Procedure will be authorised and approved in line with the University's Policy Framework.

10.4 This Policy will be disseminated to all Council members and University Staff and shall be available on the University's Policy Webpages.

11. FURTHER INFORMATION

The OfS Regulatory Framework for Higher Education in England is available here:

https://www.officeforstudents.org.uk/media/1406/ofs2018_01.pdf

The OfS Terms and Conditions for Funding of Higher Education Institutions is available here:

https://www.officeforstudents.org.uk/media/1286/ofs-rfip-b3_ofs-terms-and-conditions-of-ofsfunding-for-heis-to-31-july-2019.pdf

Further information for registered providers on Reportable Events in addition to advice published in the OfS Regulatory Framework is available here:

<https://www.officeforstudents.org.uk/publications/regulatory-advice-16-reportable-events/>

Annex A – Extract of Condition F3 of the OfS Framework: Provision of information to the OfS

Condition F3: For the purpose of assisting the OfS in performing any function, or exercising any power, conferred on the OfS under any legislation, the governing body of a provider must:

- i. Provide the OfS, or a person nominated by the OfS, with such information as the OfS specifies at the time and in the manner and form specified.
- ii. Permit the OfS to verify, or arrange for the independent verification by a person nominated by the OfS, such information as the OfS specifies at the time and in the manner specified, and must notify the OfS of the outcome of any independent verification at the time and in the manner and form specified.
- iii. Take such steps as the OfS reasonably requests to co-operate with any monitoring or investigation by the OfS, in particular but not limited to, providing explanations or making available documents to the OfS or a person nominated by it or making available members of staff to meet with the OfS or a person nominated by it.

The requirements in paragraph (ii) and (iii) do not affect the generality of the requirement in paragraph (i).

SUMMARY

Applies to: all registered providers.

Initial or general ongoing condition: ongoing condition.

Legal basis: Section 8 of HERA – mandatory.

GUIDANCE

The information that a provider must supply to meet this condition will depend on its category of registration and the OfS's assessment of the risk for that provider.

This condition also applies to any information held by any subcontractors that may be providing services on the provider's behalf.

In judging whether the governing body of a provider has provided the OfS, or a person nominated by the OfS, with such information as the OfS specifies at the time and in the manner and form specified, material that the OfS may consider includes:

1. The quality, reliability and timeliness of information provided by the provider to the OfS, or to a person nominated by the OfS, in respect of any of the provider's conditions of registration or in respect of any of the OfS's functions.
2. Whether the provider has properly reported 'reportable events' as defined below to the OfS as soon as reasonably possible once such an event is contemplated or the provider becomes aware of it, or that it is likely to occur.
3. Whether a provider in receipt of student support funding provides the information necessary for the Student Loans Company (SLC) to administer student support in line with regulations made under section 22 of the Teaching and Higher Education Act 1998. This information includes, but is not limited to:
 - i. Data related to eligible courses.
 - ii. Confirmation that the fee charged to a student correctly matches the student's course of study.
 - iii. Information about student registration and attendance.
 - iv. Information about any changes that may affect a student's eligibility for student support.
 - v. Timely information of a student's withdrawal from their course.

4. Whether the provider has reported to the OfS any information relating to the provider that a reasonable regulator in the OfS's position could regard as material to any of the matters that it regulates.
5. Whether the provider has in place sufficient and appropriate resource and expertise to be able to provide reliable and timely information.

In judging whether the governing body of a provider has permitted the OfS to verify, or arrange for the independent verification by a person nominated by the OfS, such information as the OfS specifies at the time and in the manner specified and has notified the OfS of the outcome of any independent verification at the time and in the manner and form specified, material that the OfS may consider includes:

1. The substance of the actions taken by the provider to assist the OfS with the verification of information, or to provide information about the outcome of any independent verification.
2. The findings of data audit activity carried out by, or on behalf of, the OfS or another body.

In judging whether the governing body of a provider has taken such steps as the OfS reasonably requests to cooperate with any monitoring or investigation by the OfS, in particular, but not limited to, providing explanations or making available documents to the OfS or a person nominated by it or making available members of staff to meet with the OfS or a person nominated by it, material that the OfS may consider includes:

1. The substance and promptness of the actions taken by the provider to cooperate with any monitoring or investigation by the OfS and to provide access to information, documents, systems and people as the OfS deems necessary.
2. The credibility of any explanations given by the provider.
3. The availability, completeness and reliability of documents provided to the OfS.
4. The openness and honesty of members of staff with whom the OfS may ask to meet.

Reportable events

A reportable event is any event or circumstance that, in the judgement of the OfS, materially affects or could materially affect the provider's legal form or business model, and/or its willingness or ability to comply with its conditions of registration. Reportable events must be reported to the OfS under condition F3(i) and include, but are not limited to:

a. A change in the provider's circumstances, including but not limited to:

- a sale of either the provider itself, a part of it, or its parent.
- a merger of the provider with another entity.
- an acquisition by the provider of another entity.
- a material change in the provider's business model, such as a move to focus on further instead of higher education.
- a change in the provider's legal status.
- other, similar structural changes, such as the establishment of joint ventures, or the separation of the provider into multiple entities.
- other changes resulting in a change of ownership of the provider.

b. A change of ownership. The OfS is principally, but not exclusively, concerned with situations where 50 per cent or more in the shareholding of the registered provider (or the closest equivalent, where the provider is not limited by shares) are, or may be, in common ownership. Common ownership includes:

- ownership by the same person or entity.
- ownership by multiple entities themselves under common ownership or control.
- ownership by multiple individuals or entities who, by agreement or practice, exercise their ownership rights in a coordinated way (and without restricting the scope of our understanding of what constitutes common ownership, we will deem people who are 'connected' to be exercising their ownership rights in a co-ordinated way).
- ownership by multiple individuals or entities on behalf of, or acting under the direction or in the interests of, the same third party, including a case where ownerships are held on trust for a common beneficiary, and
- any similar structure.

Ownership does not require beneficial ownership. A provider:

- must inform the OfS of any changes in ownership where 50 per cent or more of the ownership of the registered provider is in common ownership, and a change affects the majority ownership rights. This includes the creation of majority ownership rights for the first time, the transfer of majority ownership rights to a new holder, the introduction of a new entity to majority ownership rights and majority ownership rights coming to an end.
- must inform the OfS of any change in ownership that affects 15 per cent by value or voting rights of the registered provider's shares, or closest equivalent. A provider must do so whether the change is brought about in one transaction or a series of connected transactions. A provider does not need to inform the OfS of entirely unconnected transactions provided none of those transactions is individually above our notification threshold.
- is not required to inform the OfS of changes in ownership where 50 per cent or more of the ownership of the registered provider is in common ownership, and the changes only affect less than 15 per cent by value or voting rights of the minority ownership rights.

Some examples of changes that must be reported include:

- where all or any part of the majority ownership rights in the provider change:

Example 1: there are five shareholders, each holding 10 per cent of the shares in a provider. They are business partners and act in a coordinated way. One shareholder sells their shareholding to the others. This must be notified.

Example 2: there are three shareholders, each holding 20 per cent of the shares in a provider. They are business partners and act in a coordinated way. One sells a 10 per cent shareholding to a relative who is a connected person. This must be notified.

Example 3: There are three shareholders, each holding 20 per cent of the shares in a provider. They are business partners and act in a coordinated way. One sells their shareholding to a third party. This must be notified.

- where additional share capital is issued, or shares are bought back, or the voting rights that attach to existing shares are changed.
- where a controlling proportion of a provider's shares is directly, or indirectly, such as through those of its parent organisation(s), acquired by another individual(s), partnership(s) or organisation(s).

c. **A change of control.** 'Control' has the meaning given by section 1124 of the Corporation Tax Act 2010, and 'change of control' means a change in control so defined. Where two or more entities or individuals, by agreement or practice, exercise their rights in a coordinated way, with the result that they together have control so defined, each will be treated as having control of the provider. A provider is required to notify the OfS of any change in the individual(s) or entity/ies who have control of the provider.

- The provider becoming aware of suspected or actual fraud or financial irregularity.
- The provider becoming aware of legal or court action.
- The provider resolving to cease to provide higher education.
- Regulatory investigation and/or sanction by other regulators, e.g. Charity Commission, Home Office.
- Loss of accreditation by a Professional, Statutory or Regulatory Body (PSRB).
- Any new partnerships, including validation or sub contractual arrangements.
- Opening a new campus.
- Intended campus, department, subject or provider closure.
- Any other material events with possible financial viability or sustainability implications, including but not limited to:
 - a material change in actual or forecast financial performance and/or position.
 - a material change in gearing.
 - a material change in student numbers that was not included in the provider's financial forecasts.
 - for a provider with a legally binding obligation of financial support underpinning its financial sustainability, a withdrawal of the obligation (including as a result of a change of control, even where the new owner will offer a similar obligation) or a material adverse change in the counterparty's financial position or other standing that could affect its suitability as counterparty.
 - the sale of significant assets.
 - significant redundancy programmes.

Assessment

The OfS will assess, as part of its routine monitoring activities, the quality, reliability and timeliness of information supplied by a provider including through scheduled or ad hoc data audit activity. If the OfS has reason to believe that information received is not reliable, it may choose to investigate the matter. This investigation may result in additional steps to ensure compliance, whether through enhanced monitoring or the imposition of specific ongoing conditions. The OfS may, for example, require the provider's accountable officer to implement an agreed action plan to improve the provider's information systems and processes and the oversight arrangements for these.

Annex B

This table sets out Reportable Events the University must report to the OfS; identifies the University officers, directors and committees with responsibility for and oversight of such events; and the relevant policies, procedures or other institutional documentation governing such events. In several cases, potential reportable events are identifiable through existing procedures.

<p>1.Reportable Event:</p> <p>A change in circumstances – (i) a sale of the University, or part of it or its parent organisation; (ii) a merger of the University with another entity; (iii) an acquisition by the University of another entity; (iv) a material change in the University’s business model; (v) a change in the University’s legal status; (vi) other similar structural changes such as the establishment of joint ventures or the separation of the University into multiple entities, (vii) other changes resulting in a change of ownership of the University.</p> <p>Applicability:</p> <ul style="list-style-type: none"> - The University, a company limited by guarantee under company number 05161359 and an exempt charity. - The University’s three wholly owned subsidiary companies: Roehampton Corporate Initiatives Limited (company number 01909615); Roehampton Hosting Services Limited (company number 08243438); and Roehampton Construction Services Limited (company number 08828426). - The University’s jointly owned subsidiary company with QAHE (UR) Limited (Joint Venture), Roehampton Pathway Campus Limited (company number 09612532) 			
Responsible Officer	Managing Officer(s)	Relevant Policy/Procedure/ other documentation	Governance Committee
Vice-Chancellor	Director of Finance Deputy Director of Finance Company Secretaries of Subsidiary Companies	Articles of Association University Regulations Financial Regulations	Finance and Estates Committee (Ownership) Audit Committee (audit and controls) Nominations and Governance Committee
<p>2.Reportable Event:</p> <p>A change in ownership (concerning ≥50% of shareholding)</p> <p>Applicability:</p> <p>The University, a company limited by guarantee under company number 05161359 and an exempt charity.</p> <ul style="list-style-type: none"> - The University’s three wholly owned subsidiary companies: Roehampton Corporate Initiatives Limited (company number 01909615); Roehampton Hosting Services Limited (company number 08243438); and Roehampton Construction Services Limited (company number 08828426). - The University’s jointly owned subsidiary company with QAHE (UR) Limited (Joint Venture), Roehampton Pathway Campus Limited (company number 09612532). 			

Responsible Officer	Managing Officer(s)	Relevant Policy/Procedure/ other documentation	Governance Committee
Vice-Chancellor	Director of Finance Deputy Director of Finance	Articles of Association University Regulations Financial Regulations	Finance and Estates Committee (Ownership) Audit Committee (audit and controls) Nominations and Governance Committee
<p>3. Reportable Event: A change of control of the HEI (including a change of Governing Body Chair or a change of the Accountable Officer, including an interim).</p> <p>Applicability: Any change of control within the University</p>			
Responsible Officer	Managing Officer (s)	Relevant Policy/Procedure/ other documentation	Governance Committee
Vice-Chancellor	University Secretary	Articles of Association University Regulations Financial Regulations	Council
<p>4. Reportable Event: Becoming aware of suspected or actual fraud or financial irregularity.</p> <p>Applicability: Any instance of suspected or actual fraud or financial irregularity.</p>			
Responsible Officer	Managing Officer(s)	Relevant Policy/Procedure/ other documentation	Governance Committee
Vice - Chancellor	Director of Finance Deputy Director of Finance All Heads and Directors of departments/services	Counter-Fraud Policy Conflict of Interest Policy Anti-Corruption & Bribery Policy	Finance and Estates Committee Audit Committee

		Financial Regulations	
5. Reportable Event: Becoming aware of legal or court action Applicability: All University activity			
Responsible Officer	Managing Officer (s)	Relevant Policy/Procedure/ other documentation	Governance Committee
University Secretary Director of Finance Director of HR	Head of Legal Services University Secretary (Student related matters) Deputy Director of HR (Employment related matters)		Audit Committee
6. Reportable Event: Resolving to cease to provide higher education Applicability: All University provision			
Responsible Officer	Managing Officer (s)	Relevant Policy/Procedure/ other documentation	Governance Committee
Vice Chancellor			Council
7. Reportable Event: Regulatory investigation and/or sanction by Regulatory investigation and/or sanction by other regulators, e.g. Charity Commission, UKVI, HSE, HMRC etc. Applicability: All University activity			
Responsible Officer	Managing Officer (s)	Relevant Policy/Procedure/ other documentation	Governance Committee
Vice Chancellor	Heads and Directors and/or designated leads: Health & Safety: Head of Health & Safety. Data Protection and Freedom of Information: Information Access Manager & Data Protection Officer UKVI: UKVI Compliance Manager and HR Compliance Manager	Health and Safety Policy (Procedure for reporting serious incidents) Data Breach Procedure Tier 4 Sponsor procedure	Health and Safety Committee Audit Committee

	Research Misconduct: Head of Research		
8.Reportable Event: Loss of accreditation by a Professional, Statutory or Regulatory Body			
Applicability: Any provision that is subject to accreditation			
Responsible Officer	Managing Officer (s)	Relevant Policy/Procedure/ other documentation	Governance Committee
Pro Vice-Chancellor & COO	Academic Registrar, Heads of Department		Audit Committee
9.Reportable Event: New partnerships, including validation or sub-contractual arrangements			
Applicability: All new partnerships			
Responsible Officer	Managing Officer (s)	Relevant Policy/Procedure/ other documentation	Governance Committee
Vice-Chancellor	Provost		Senate Curriculum Strategy Committee
10.Reportable Event: Opening a new campus			
Applicability:			
Responsible Officer	Managing Officer (s)	Policy/Procedure/ other documentation	Governance Committee
Vice-Chancellor			Council
11.Reportable Event: Intended campus, department, subject or provider closure			
Applicability:			
Responsible Officer	Managing Officer (s)	Relevant Policy/Procedure/ other documentation	Governance Committee
Vice-Chancellor	Provost Academic Registrar	Student Protection Plan	Senate

Reportable Event: Any other material events with possible financial viability or sustainability implications including without limitation:

- i. A material change in actual or forecast financial performance and/or position.
- ii. A material change in gearing.
- iii. A material change in student numbers that was not included in the University's financial forecast.
- iii. The sale of significant assets.
- iv. Any significant redundancy programmes.

Applicability: Financial performance; Financial planning and management; Student recruitment; human resourcing.

Responsible Officer(s)	Managing Officer (s)	Relevant Policy/Procedure/ other documentation	Governance Committee
Vice-Chancellor Director of Finance	Deputy Director of Finance (events i; ii; and iii) HR Director (event iv)	Financial Regulations Finance Strategy Admissions Policy	Finance and Estates Committee Nominations and Governance Committee Audit Committee