

# Peter Kahl, LL.B (Hons), LL.M Candidate

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## Open Letter in the Public Interest

04 August 2025

Sir David Robert Bell KCB DL

Trustee, Higher Education Policy Institute (HEPI)

Higher Education Policy Institute

99 Banbury Road

Oxford OX2 6JX

By Registered Post and on Substack, GitHub

Subject: **Formal Demand for Disclosure of Conflicts of Interest and Overlapping Governance Roles Pursuant to Charity Commission Guidance CC29 and CC3**

Dear Sir David Bell,

### 1. Introduction and Statement of Purpose

#### 1.1

I write formally in my capacity as an independent researcher and advocate specialising in fiduciary governance, epistemic justice, and institutional transparency within the UK higher education sector.

## 1.2

The purpose of this communication is to explicitly address your statutory and fiduciary obligations as a trustee of the Higher Education Policy Institute (HEPI), pursuant to sections 177–179 of the Charities Act 2011, the explicit fiduciary duties of trustees outlined in Charity Commission Guidance CC3: The Essential Trustee and CC29: Conflicts of Interest, and related common law fiduciary principles.

## 1.3

This letter explicitly constitutes a formal demand that you comprehensively and transparently disclose all relevant and potentially conflicting professional roles, directorships, trusteeships, and advisory positions you currently hold, or have recently held, explicitly in compliance with statutory and fiduciary disclosure obligations.

## 1.4

This letter explicitly addresses concerns directly relevant to public accountability, institutional transparency, and fiduciary integrity within UK higher education policy governance. It is therefore explicitly published openly, in accordance with principles of transparency, epistemic integrity, and public trust.

# 2. Legal and Fiduciary Basis for Demand

## 2.1

As a trustee of HEPI, you are explicitly bound by fiduciary duties under the Charities Act 2011, specifically:

- **Section 177** – Duty to act exclusively in the best interests of the charity.
- **Section 178** – Duty to avoid placing yourself in situations involving conflicts of interest or duty.
- **Section 179** – Duty to proactively identify, disclose, and manage any actual or potential conflicts of interest or loyalty transparently.

## 2.2

Charity Commission guidance explicitly confirms these statutory obligations:

- CC29 paragraph 3.1 explicitly states that trustees must declare ‘any private interests which may conflict or appear to conflict with their trustee duties’, including explicitly identifying ‘any other directorships, trusteeships, or management roles that may conflict or potentially conflict with their trustee role’.
- CC3 paragraph 6.1 explicitly requires trustees to maintain transparency, act openly, and demonstrate accountability to preserve public confidence in the charity.

## 2.3

Under established common law fiduciary principles, notably articulated in leading cases such as *Aberdeen Railway Co v Blaikie Brothers* [1854], *Boardman v Phipps* [1967], and *Bristol and West Building Society v Mothew* [1998], you explicitly owe HEPI fiduciary duties of undivided loyalty, impartiality, and transparency.

# 3. Explicit Identification of Conflicting Roles and Fiduciary Duties

## 3.1

In my detailed examination of publicly available records, it is explicitly established that you concurrently occupy numerous influential governance positions, each explicitly involving distinct fiduciary obligations and interests. These roles include, but may not be limited to:

- Trustee and Advisory Board Member, Higher Education Policy Institute (HEPI)
- Vice-Chancellor and Chief Executive, University of Sunderland
- Pro-Chancellor, University of Roehampton
- Chair, Cambridge University Press
- Non-Executive Director, The Economist Group
- Former Chairman and Director, Financial Times Group (Pearson PLC)
- Former Permanent Secretary, Department for Education (UK Government)

### 3.2

Each of these roles explicitly entails distinct and potentially conflicting fiduciary interests. For example:

- Your fiduciary duty as a trustee at HEPI explicitly requires strict impartiality, neutrality, and independence in policy and knowledge dissemination relating to higher education.
- Your role as Vice-Chancellor and Chief Executive at the University of Sunderland explicitly entails fiduciary obligations to advance Sunderland's strategic interests, funding, public positioning, and competitive standing within higher education.
- Your governance role at the University of Roehampton explicitly involves fiduciary responsibilities towards advancing Roehampton's strategic and reputational interests in competition with other universities.
- Your Chairmanship of Cambridge University Press explicitly involves fiduciary obligations towards advancing commercial and strategic market interests in academic publishing, with direct intersections with HEPI's independent research and policy publications.
- Your role at The Economist Group explicitly requires fiduciary duties toward commercial and editorial interests, including shaping influential public narratives on higher education policies, which HEPI independently critiques or informs through its research.

### 3.3

The explicit interplay of these distinct fiduciary duties inherently places you in positions of potential or actual conflict, explicitly as defined under section 178 of the Charities Act 2011 and reinforced by Charity Commission guidance CC29. Explicitly, these overlapping roles risk breaching fiduciary duties by undermining your ability to maintain impartiality, transparency, and accountability as a trustee of HEPI.

### 3.4

Moreover, explicitly under CC29 paragraphs 3.1 and 4.1, these conflicts explicitly require formal and transparent disclosure, along with clearly articulated measures to manage or mitigate such conflicts.

## 4. Explicit Disclosure Requirements under CC29

### 4.1

In explicit compliance with the fiduciary duties outlined above and detailed explicitly in CC29 paragraph 4.1, I formally request your immediate and comprehensive disclosure, explicitly in writing, of:

- All current directorships, trusteeships, senior management roles, or advisory positions explicitly held by you, whether remunerated or voluntary, including those explicitly identified in section 3.1 of this letter.
- Specific identification of any explicit conflicts of interest or loyalty, actual or potential, between these roles and your fiduciary obligations explicitly owed to HEPI as a trustee.
- Explicit disclosure of any previous instances (within the past five years) in which conflicts of interest or potential conflicts have explicitly arisen between your trustee duties at HEPI and any other governance role, with explicit documentation of how such conflicts were managed or resolved in line with Charity Commission guidance (CC29).

### 4.2

Your disclosure must explicitly include details of:

- Dates of appointment to each position explicitly held.
- Explicit fiduciary duties or strategic responsibilities explicitly associated with each role.
- Explicit records of any disclosures previously made to the HEPI Board or the Charity Commission explicitly concerning these conflicts or potential conflicts.

## 5. Deadline for Compliance

### 5.1

Given the explicit seriousness of these fiduciary obligations, transparency requirements, and the ongoing risks to public trust, governance integrity, and epistemic impartiality explicitly detailed herein, your explicit and comprehensive written response and disclosure is formally required **no later than 14 calendar days** from receipt of this letter.

5.2

Explicit written confirmation of your receipt of this demand is also explicitly requested **within 3 working days** of delivery.

## **6. Consequences of Non-Compliance**

6.1

Should you explicitly fail to comply fully and transparently with this disclosure requirement by the stipulated deadline, or should your response explicitly fail to satisfy statutory fiduciary requirements and Charity Commission guidance (CC3, CC29), I will explicitly escalate the matter by:

- Immediately notifying the Charity Commission under its statutory powers (Charities Act 2011, s 15, s 76) requesting urgent investigation into fiduciary transparency and governance failures explicitly identified at HEPI.
- Formally requesting explicit intervention by the Charity Commission under its statutory enforcement powers (Charities Act 2011, s 84) to compel compliance and fiduciary transparency.
- Given this letter's explicit public status, non-compliance or inadequate response will explicitly prompt further scrutiny and escalation through additional public, journalistic, scholarly, and parliamentary channels, explicitly to reinforce accountability, transparency, and governance integrity.

6.2

The explicit purpose of outlining these potential consequences explicitly serves to underline the seriousness of these fiduciary obligations and transparency requirements explicitly imposed upon you by law.

## **7. Concluding Remarks: Fiduciary Principles and Constructive Engagement**

7.1

The fiduciary obligations explicitly articulated herein reflect fundamental principles of charity governance, public accountability, and the explicit importance of transparency and openness, all of which are essential to maintaining public confidence and institutional integrity in bodies such as HEPI.

7.2

It is explicitly acknowledged that trusteeship carries significant responsibilities and complexities. However, explicit fiduciary transparency, proactive disclosure, and robust conflict-of-interest management—as explicitly mandated by statute (Charities Act 2011 ss 177–179) and Charity Commission guidance (CC3 and CC29)—remain unequivocal, foundational obligations.

7.3

I explicitly emphasise that my primary interest in this matter is ensuring explicit accountability, transparency, and epistemic integrity within UK higher education governance. Constructive and transparent engagement from trustees such as yourself explicitly contributes positively to this aim, reinforcing public trust and institutional legitimacy.

7.4

Accordingly, I explicitly invite and welcome your prompt and thorough compliance with this fiduciary disclosure demand. Such proactive and explicit engagement may serve to mitigate the need for regulatory intervention, public escalation, or legal enforcement.

7.5

Please explicitly direct your written response and disclosures to me directly via registered post or electronically at the details provided below.

## 8. Contact and Response Information

Explicit responses and disclosures should be directed explicitly as follows:

Peter Kahl

[REDACTED]

[REDACTED]

[REDACTED]

Telephone: [REDACTED]

## 9. Formal Statement of Good Faith and Public Interest

### 9.1

I explicitly affirm that this communication and associated fiduciary demands are undertaken in good faith, explicitly reflecting my commitment to transparency, fiduciary governance accountability, and safeguarding public trust in UK higher education institutions.

### 9.2

I explicitly reserve all legal rights and remedies available under statutory and common law fiduciary principles and will explicitly pursue these, as necessary, to ensure compliance with your fiduciary duties and responsibilities.

### 9.3

As explicitly indicated, this letter's open publication explicitly demonstrates my commitment to transparency, epistemic integrity, and explicit public accountability within the governance of UK higher education.

### 9.4

This letter, and any related fiduciary obligations, duties, and potential enforcement actions arising from it, are explicitly governed by and subject to the laws and jurisdiction of England and Wales.



## 10. Formal Sign-off

I look forward to your prompt and explicit cooperation.

Yours sincerely,

Peter Kahl (they / them)

Multidisciplinary Independent Researcher & Governance Theorist | Litigator with Trial Experience  
Constitutional, Fiduciary & Governance Theory Innovator | Epistemic Justice, Higher Ed, AI &  
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