

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

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03 August 2025

Sir David Bell

Trustee

Higher Education Policy Institute (HEPI)

99 Banbury Road

Oxford, OX2 6JX

United Kingdom

Sent via tracked post on 04 August 2025

Ref: Formal Notice Concerning Governance, Fiduciary Duties, Transparency, and Statutory Compliance

Public Notice and Demand for Explicit Disclosures under the Charities Act 2011, Companies Act 2006, Equality Act 2010, and UK GDPR

Dear Sir David,

This formal notice is addressed to you in your capacity as a trustee of the Higher Education Policy Institute (HEPI) and in view of your concurrent position as Vice-Chancellor and Chief Executive of the University of Sunderland. HEPI is a registered charity (no. 1099645) and a company limited by guarantee (no. 04503712), and its strategic role in shaping UK higher education policy imposes heightened fiduciary, statutory, and reputational obligations on all directors.

You are hereby required to demonstrate full and explicit compliance with your fiduciary and statutory duties by no later than 21 August 2025. This notice forms part of a wider public campaign for transparency, accountability, and good governance within UK higher education institutions and policy bodies.

1. Legal Basis of Obligations and Concerns

HEPI exercises substantial influence on UK higher education policy, debate, and governance. Consequently, HEPI must strictly adhere to:

(1) Fiduciary Duties (Charities Act 2011; Companies Act 2006)

- Trustees and directors must act exclusively in beneficiaries' interests, avoid conflicts of interest, transparently manage resources, and ensure effective governance (Charities Act 2011, ss 178–182; Companies Act 2006, ss 171–177, notably s 175—duty to avoid conflicts of interest).
- Case Law Reference: *Bristol & West BS v Mothew* [1998] Ch 1 explicitly defines fiduciary obligations.

(2) Equality and Non-discrimination (Equality Act 2010 ss 13–27)

- HEPI must ensure policies and practices explicitly uphold non-discrimination, prevent harassment, victimisation, and promote inclusion (Equality Act 2010, ss 13–27).
- HEPI must clarify if the Public Sector Equality Duty (s 149) applies explicitly, dependent on explicitly undertaking public functions delegated by governmental authority (*YL v Birmingham City Council* [2007] UKHL 27).

(3) Data Protection (UK GDPR; Data Protection Act 2018)

- Explicit compliance with UK GDPR Articles 5 (Principles), 12–15 (Transparency and Data Subject Rights), 22 (Automated Decision-making), and Article 35 (Data Protection Impact Assessments).
- Data Protection Act 2018 explicitly supplements and enforces these obligations.

2. Demands for Compliance and Explicit Disclosures

HEPI must explicitly provide detailed disclosures by 21 August 2025 covering:

(1) Fiduciary Duties and Conflicts of Interest

- Provide a detailed account of the governance procedures HEPI has adopted to identify, manage, and disclose actual, potential, or perceived conflicts of interest affecting trustees, directors, or senior personnel. This includes both structural mechanisms and case-by-case evaluation processes.

- Disclose comprehensive and up-to-date declarations of interest for all trustees and directors, including:
 - Executive and non-executive roles at universities or higher education institutions;
 - Appointments to government bodies, public agencies, or regulators;
 - Membership of or affiliation with political organisations, policy think tanks, charities, or lobbying entities;
 - Financial or advisory relationships with corporate sponsors, commercial education providers, or philanthropic donors.
- Specifically:
 - Address any conflict arising from Professor Dame Sally Mapstone’s dual role as HEPI trustee and senior executive at Universities UK, including any protocols applied to preserve independence and prevent fiduciary breach.
 - Address any conflict arising from Professor Dame Helen Sarah Wallace’s concurrent trusteeship at HEPI and the Bruges-Natolin UK European Scholarships Fund, including procedures for disclosing and mitigating inter-organisational influence.
 - Address any conflict arising from your own dual position as a Vice-Chancellor and Chief Executive of the University of Sunderland and trustee of HEPI, including any safeguards in place to ensure that HEPI’s research, publications, and partnerships are not influenced—directly or indirectly—by the interests of your university or its affiliates.

Each of these disclosures must include:

- The nature of the conflict or potential conflict;
- The process by which it was identified and evaluated;
- Any mitigation measures taken or currently in force (e.g. recusal, abstention, oversight by independent subcommittees); and
- Whether such conflicts have been formally recorded in minutes, governance statements, or Charity Commission filings.

(2) Governance Integrity and Transparency

- Disclose explicitly HEPI's governance structure, decision-making processes, and safeguards against external influence by institutional subscribers, sponsors, and funders.
- Confirm explicitly compliance with the UK Corporate Governance Code 2018, particularly on board transparency, independence, and accountability.

(3) Equality, Non-discrimination, and Inclusion

- Explicitly demonstrate compliance with equality and non-discrimination obligations under Equality Act 2010, ss 13–27, explicitly detailing procedures for managing complaints or incidents involving discrimination or harassment.
- Explicitly confirm if PSED (Equality Act 2010, s 149) explicitly applies to HEPI and provide evidence of equality impact assessments, if applicable.

(4) Data Protection and Transparency

- Explicitly detail HEPI's procedures for compliance with UK GDPR and Data Protection Act 2018, explicitly including:
- Explicitly conducted Data Protection Impact Assessments (DPIAs).
- Explicit procedures ensuring transparency, fairness, and accountability in data processing, particularly concerning surveys, event registration, and publication processes.

(5) Financial Transparency and Independence

- Provide explicitly a detailed breakdown of funding from university subscribers, corporate sponsors, governmental grants, and other funding sources.
- Explicitly clarify criteria for selection of sponsors, funders, and collaborative partners, and provide explicit safeguards protecting HEPI's editorial and research independence.

(6) Procedural Fairness and Accountability (under Fiduciary Governance)

- Explicitly clarify HEPI's processes for selecting research contributors, external consultants, and partners, demonstrating explicit adherence to fiduciary obligations for impartiality, fairness, and transparency.
- Explicitly demonstrate procedural safeguards explicitly ensuring independence from external influences, maintaining public trust in HEPI's impartiality and integrity.

3. Consequences of Non-compliance

Failure explicitly and comprehensively to comply by 21 August 2025 will trigger immediate regulatory and civil actions, including but not limited to:

- Formal complaints explicitly filed with:
- Charity Commission (fiduciary breaches).
- Companies House (directors' statutory breaches).
- Information Commissioner's Office (ICO) (data protection breaches).
- Equality and Human Rights Commission (EHRC) (Equality Act breaches).
- Potential civil proceedings explicitly seeking judicial remedies enforcing compliance with fiduciary duties, transparency obligations, and statutory accountability.

Non-compliance explicitly carries significant risks, explicitly including severe reputational harm, enhanced regulatory scrutiny, and explicit public inquiry into HEPI's governance and operational accountability.

4. Clarification and Public Accountability

This formal notice explicitly forms part of broader public advocacy explicitly aimed at reinforcing transparency, fiduciary accountability, and integrity in UK higher education governance.

This letter and associated responses will explicitly be published openly on my Substack, Scribd, GitHub, and other public platforms, explicitly reinforcing public accountability and transparency.

Please explicitly acknowledge receipt at your earliest convenience and explicitly confirm your full compliance by the stipulated deadline.

I trust you explicitly appreciate the seriousness, clarity, and enforceability of this formal notice.

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 &

Deep Tech

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CC:

- **Trustees of HEPI:**

- Professor Dame Sally Mapstone
- Sir David Bell
- Mary Curnock Cook CBE
- Professor Dame Julia Goodfellow
- Professor Dame Helen Wallace

Explicit Notice: This letter explicitly reserves all legal rights and remedies available under the laws of England and Wales.