

## Chair's report on Council meeting of 12/13 July 2012

The meeting was held in Nairobi. This was the first time Council had met outside the United Kingdom. The following people were present at the meeting:-

<i>Trustees</i>	<i>Corporate Management and Staff</i>
Karen Brown (Chair)	Barbara Stocking (Chief Executive)
James Darcy	Phil Bloomer (Campaigns & Policy Director)
Maja Daruwala	Chris Gottlieb (Communications Director)
Andy Friend	Andrew Horton (Trading Director)
Vanessa Godfrey	Paul Clarke (Fundraising and Supporter Marketing Director)
Matthew Martin	Penny Lawrence (International Director)
Rajiv Joshi	Anne Gornall (Trustees Officer)
David Pitt-Watson	Gavin Stewart (Trustee Designate)
Marjorie Scardino	Steve Walton (Trustee Designate)
Tricia Zipfel	Fran Equiza (Regional Director, Horn, East and Central Africa)

*The following attended via video link on the afternoon of Friday 13 July:*

Bob Humphreys (Finance and Information Services Director)  
Jane Cotton (Human Resources Director)  
Joss Saunders (Company Secretary)  
Liz Hazell (PricewaterhouseCoopers' Head of Charities and Oxfam's Audit Engagement Leader)

Apologies were received from Sandra Dawson and Nkoyo Toyo. The Chair welcomed Chris Gottlieb and Paul Clarke for their first Council meeting, and Fran Equiza, attending to give input as a Regional Director. She also welcome Steve Walton and Gavin Stewart, attending as observers. This was the third meeting of Council's annual cycle for 2011/12 and took place in Nairobi.

### *Strategic Discussions on the Oxfam International (OI) Strategic Plan*

(Also present: Kate Wareing – Strategy Development Manager, Ben Phillips – Director of Campaigns, Tim Brown – Trustees and CMT Administrator)

The discussion built on the strategic session at earlier Council meetings in 2012. Council reflected on their visits to programme, and gave feedback on areas of the plan that had been drafted up to this point. During these discussions Council agreed that the three year document 'Oxfam's Strategy: OGB priorities 2013-16' would be developed to show Oxfam GB's contribution to the OI plan, and would come to Council in October.

### *Matters arising from the previous minutes*

The CMT vacancies (Communications Director, and Supporter Marketing Director) had been filled.

### *Chief Executives Report*

In her regular update to trustees, Barbara Stocking and members of Oxfam's management team covered the following key areas:

#### *Campaigning*

**B20 meeting June 2012:** Barbara Stocking advised that the B20 (Business 20) Taskforce on Food Security took place ahead of and fed into the G20 summit. Subsequently the British Prime Minister had agreed on questioning to have food security as a key item on the agenda for the G8 in 2013.

**Rio +20 summit June 2012:** Barbara Stocking reported on the energy and passion of the discussions at the People's Summit, but reflected on the severe lack of ambition in the main summit.

Barbara also updated trustees on a number of items including the following:

- Work on the financial transactions tax.
- The Arms Trade Treaty.
- The DFID world population day on 11 July.

#### *Humanitarian*

Penny Lawrence gave details of the response to the Sahel crisis which had affected several countries and a number of Oxfam affiliates, under regional leadership from Oxfam GB. In Yemen, pending receipt of DFID funds, £2m had been allocated to provide cash to see people through the hungry season. Work also continued in South Sudan.

#### *Development*

Trustees reflected on their own experiences and the recent programme visits in East Africa.

### *Fundraising*

**Trading:** Andrew Horton gave details of the budget to date, and spoke about the successful launch of both the Big Bra Hunt and shopping with Marks and Spencers.

**Street fundraising:** Barbara Stocking advised that the pilot had been suspended and Oxfam's position was being monitored closely following the investigation of Tag, Oxfam's implementing partner.

### *Draft Annual Report and Accounts 2011/12*

The annual report and accounts, and supporting documents, were introduced by the Honorary Treasurer and Bob Humphreys, with inputs from Liz Hazell. The Honorary Treasurer advised that the Trustee Audit and Finance Group (TAFG) had considered the detail of the report.

Bob Humphreys referred trustees to the supporting paper which gave the context and financial highlights, and drew particular attention to the new Strategic Investment Fund. He also reminded Council that Oxfam was in the second year of the three year accountability cycle, and referred them to the Global Reporting Initiative report for 2011/12.

Liz Hazell spoke about the PWC management letter. Council expressed appreciation for the letter, and noted the ongoing IT control deficiencies which had carried over from the previous year. Bob Humphreys advised that this was being proactively addresses so there should be substantial progress by the time the next audit process commenced in late 2012.

In the context of some agreed final changes, Council approved the annual report and accounts, and expressed appreciation for the presentation and quality of the annual report. They passed their thanks to all staff involved, and also thanked the staff in Corporate Finance and at PWC for the work which had gone into the audit.

### *Matters arising at Trustee Audit and Finance Group (TAFG) meetings*

The Honorary Treasurer drew attention to the minutes of the last two TAFG meetings, and particularly the following items:

- Small Enterprise Impact Investment Fund (SEIIF), being regularly reviewed by TAFG. Bob Humphreys and Barbara Stocking gave further information about the level of investment to date, and expressed confidence about progress so far.
- With regard to the ongoing implementation of the Oxfam International (OI) single management structure, Jane Cotton undertook to refresh the risk register for review by TAFG.
- Consideration was being given as to whether the external audit should be retendered.

The meeting then considered a number of business and governance items on the main agenda, as follows:

1. Trustees noted the 4<sup>th</sup> quarterly report of 2011/12, and agreed some ways in which future reports could be improved.
2. Council approved renewals to Council and Association, along with proposed new appointments.
3. Council approved the amended terms of reference for the Remuneration Committee.
4. Council approved the annual review of trustee code of conduct, with an additional resolution.
5. Council approved the amended trustee code of conduct.
6. Bob Humphreys updated Council on proposals to decouple the meetings of Oxfam Activities Ltd (OAL) and the Trading group of lead trustees and senior management.
7. The Chair advised that the Oxfam international governance working group was having a telephone meeting in mid-August, and work was progressing on the recruitment of a new OI Chair, to be followed by recruitment for a new Executive Director.

### *Oxfam International – consolidating Oxfam GB's brand architecture*

Barbara Stocking gave trustees the context of current discussion on the Oxfam GB brand. Chris Gottlieb explained that Oxfam GB had been asked by OI to propose clear audience facing messages that describe what Oxfam is and what Oxfam does in a way that is aligned with the brand architecture. He advised that findings of audience research would be shared with Council and the architecture brought back for final agreement.

Council also sent condolences to the family of Chris Barber, Oxfam Chair 1983-89.

Council and CMT thanked Fran Equiza and all staff in the HECA (Horn, East and Central Africa) region for hosting the programme visits and the meeting, and the Oxfam GB staff who had facilitated the meeting itself. The next meeting would be Thursday 11 / Friday 12 October, in Oxford.

Karen Brown  
Chair