

OXFAM

COUNCIL OF TRUSTEES

**Minutes of the Council Meeting
held on Friday 1 December 2017, 8.30am-4.30pm**

PRESENT

| | | |
|----------------------------|--------------------------|---------------|
| Caroline Thomson (Chair) | Ken Caldwell | Nic Cheeseman |
| Angela Cluff | Lois Jacobs | Wakkas Khan |
| Tunde Olanrewaju | Lidy Nacpil | Katy Steward |
| Gavin Stewart (Vice Chair) | Steve Walton (Treasurer) | |

APOLOGIES

Apologies were received from Kul Gautam¹.

IN ATTENDANCE

| | |
|---|---|
| Mark Goldring (Chief Executive) | Joss Saunders (General Counsel, Company Secretary) |
| Alison Hopkinson (Finance & Information Services Director – F&IS) | Andrew Purkis |
| Andrew Horton (Trading Director) | Nikki van der Gaag (Director of Gender Justice & Women's Rights) ² |
| Tim Hunter (Fundraising Director) | Judeth Neville (Head of Governance, Minutes) |
| Penny Lawrence (acting International Programme Director) | Other OGB staff for particular items, as set out in Minutes |
| Tina Proudlock (People Director) | |
| Matthew Sherrington (Interim Communications Director) | |
| Matthew Spencer (Campaigns, Policy & Influencing Director) | |

The meeting was preceded by a private session for Trustees and the Chief Executive.

WELCOME

The Chair welcomed in particular:

- Nic Cheeseman, Angela Cluff and Tunde Olanrewaju, all attending their first Council member as Trustees.
- Andrew Purkis who is conducting a governance review on behalf of Council, with an interim report to this meeting. Andrew also attended the Council seminar on 30 November.

DECLARATION OF ANY CONFLICTS OF INTEREST

There were no conflicts of interest other than the ongoing potential conflicts with regard to OI (Mark Goldring, Caroline Thomson and Joss Saunders) and the specific protocols agreed with regard to Ken Caldwell and Lidy Nacpil.

C37/17 MINUTES OF THE PREVIOUS MEETING

The Minutes of the meeting on 6 October were agreed and signed by the Chair as a correct record.

C38/17 ACTIONS ARISING FROM THE MINUTES

Paper B was taken as read. On compliance, the Chair noted the importance of the IPT compliance statement being signed by January.

| | |
|---|--|
| ACTION: Alison Hopkinson and Penny Lawrence to agree which Director should sign the IPT compliance statement (Penny and/or Nick Roseveare), which should then be signed by January 2018. | Alison Hopkinson, Penny Lawrence, Nick Roseveare: by January 2018 |
|---|--|

C39/17 "THE FUTURE OF GOOD BUSINESS" SEMINAR 30 NOVEMBER 2017

Council and Leadership Team attended a session on 30 November: brief note at **confidential Appendix 2**. Council **APPROVED** the proposed "Behind the Barcodes" campaign to be launched in February 2018.

¹ In Nepal

² In attendance for items at C41 to C45/17.

C40/17 CHIEF EXECUTIVE'S REPORT

Papers C and C/Annexe 2 (briefing note on Big Ideas) were taken as read. Updates were provided as follows:

1. **Confidential item: see Appendix 3.**
2. **Yemen Update (Matthew Spencer)**
 - Our pressure, including through our supporters contacting their MPs, has kept the issue live in the UK Parliament, with Theresa May raising the issue with the Saudi government this week.
 - Oxfam's short term focus is to have the embargo lifted; our medium-term focus is the proposition that the UN should start a concerted peace process.
 - The Chair noted Council's congratulations to the Campaigns, Policy and Influencing Team for their success in keeping the issue visible.
3. **Africa political and economic updates (Nic Cheeseman)**
 - Zimbabwe: the new Cabinet over-represents the military and it seems likely there will be cosmetic reforms as the election nears, coupled with military intimidation. The economic situation is very difficult and there are warnings of health outbreaks.
 - Kenya: a situation of continued political instability with violent repression of protesters by police. Nairobi is likely to be a difficult location for some 6 months.
 - UK aid: there remains a risk of the Foreign Office taking funding from DfID budget to re-build the Foreign Office's imprint abroad.
4. **Tax Campaign and "Heist" Social Media Film (Matthew Spencer, Matthew Sherrington)**
 - The numbers of email sign-ups as a result of the film were well in excess of our expectations. There has been a very high degree of public engagement from citizens and supporters – the vast majority positive and reinforcing the sense that we have humanised the tax issue. We have doubled (to 20,000) the number of OGB active campaigners.
 - There has as yet been no demonstrable UK political impact but we have strengthened political views that there is a need to act against tax dodging and we believe the momentum will eventually result in policy change. There will on the other hand be progress at EU level – the tax haven blacklist will be published this month and public country by country reporting is back on the agenda.
5. **Responses to Trustee Queries: increase in global hunger for the first time in more than a decade³ (Mark Goldring)**
 - The UN report suggests that, while economic prosperity may have increased in India and China, conflict and climate change have made more people vulnerable to food insecurity.
 - For our strategic planning in July, it is important we understand the causes better – is the increased hunger due to a combination of circumstances which we do not expect to recur, or is a long-term factor relevant?
 - Mark noted that the world is increasingly polarising between countries/populations making steady economic progress and others being left behind. Nic Cheeseman noted that inequality is rising in Latin America for the first time in many years and that global shifts in political power could be longer term drivers to rising poverty.

| | |
|--|--|
| ACTION: above issues to be part of July strategy discussions. | Mark Goldring, Nick Roseveare: for July 2018 strategy session |
|--|--|

C41/17 Confidential item: see Appendix 4

C42/17 REVIEW OF CORPORATE OBJECTIVES FOR FIRST 6 MONTHS OF 2017/18 (Alison Hopkinson, Ali Henderson- Deputy FIS Director)

1. Summary

Paper E was taken as read. Ali noted that, of the 15 sub-objectives identified as of the highest priority for attention, 11 are on track. The priority areas for attention are:

- Our ability, as Executing Affiliate, to manage our financial and other risks effectively. Despite this year's actions, we need OI to put in place more robust accountability mechanisms, sanctions for poor performance and cross-Affiliate business process harmonisation. (Alison to commission a review on how

³ UN global assessment on food security and nutrition, Sept 2017

we look at risk compared to other sector organisations, taking into consideration OI's practice, with an extended LT session in January.)

- Improving Direct Cost Recovery.
- Staff engagement.

2. Confidential item: see Appendix 3

3. LEAN Programme, headed by Ali Henderson

Ali briefly outlined the LEAN Programme, planned for a January 2018 launch. It will be an SMT-led change programme to understand how to make it easier to get things done in OGB and eliminate waste. The 3-year plan includes some consequent cost savings, although the main driver is not financial.

C43/17 2017/18 PLAN REFRESH AND OUTLINE THREE-YEAR PLAN (Alison Hopkinson)

1. Summary

Paper F was taken as read: Council noted that the financial situation remains challenging with substantial pressure following the loss of DfID's Programme Partnership Agreement funding, increased pressure on fundraising costs, volatile currency values (no forecast included yet for foreign exchange gain/loss) and significant uncertainties of Brexit.

Income is forecast to be at a record level, largely due to significant increase in humanitarian Programme funding income. We expect to end the year with general reserves around the plan level of £25m.

2. Planned additional investment, building on "Big Ideas" Council seminar in October

The additional paper circulated by email was taken as read. Council noted that LT considered that OGB can make a significant impact within a reasonable time in the following areas, to which seed funding has therefore been allocated:

- Enhancing ability to work with private sector; and
- Enhancing our digital capacity.

However, LT consider we should not currently consider additional cost allocation into:

- Prioritisation of youth engagement. (This was particularly problematic given the existing commitment in Programme to "put women at the heart of all we do". Nonetheless, we will continue to build on good Programme work re youth as well as existing communications work);
- Further financing of fragile states; or
- Increased investment in infrastructure, other than as set out in Paper F.

Council **APPROVED** the proposed investment in private sector and digital.

C44/17 2018/19 CORPORATE OBJECTIVES: STEER FOR DEVELOPMENT (Alison Hopkinson, Mark Goldring, Ali Henderson)

Paper G was taken as read.

Council **APPROVED** the "strawdoll" objectives, subject to LT giving consideration to the comments shown in **Appendix 2** and noting that LT decided that 2 of the 7 objectives should be externally-focussed and that it would not be desirable, as a result of Council comments, simply to add more objectives.

C45/17 OGB ECONOMIC JUSTICE TEAM DRAFT STRATEGY (Caroline Ashley, Head of Economic Justice - CA)

Paper H was taken as read, noting that it had also been reviewed at Programme Committee. CA gave a brief presentation, which outlined the proposed changes in order to ensure OGB's EJ team and work are fit for the future and have increased impact.

C46/17 REFRESH PROJECT FOR BRAND, COMMUNICATIONS AND PUBLIC ENGAGEMENT PART 1: BREATHING NEW LIFE INTO THE OXFAM BRAND (Matthew Sherrington)

Paper I was taken as read. Matthew's presentation demonstrated the practical impact of the new rules and ways of working. These are all within the broader OI brand framework and toolkit. He also presented a planner for the first quarter of 2018 to demonstrate improved coherence in the story we tell.

Key decisions as part of the project include:

- Identifying the Oxfam “sacred assets” as: green colour; logo lock up with We Won’t Live with Poverty wording; T-star lead font; message of Beating Poverty.
- To shift away from separate sub-brand identities which distract from the Oxfam brand.
- To retain red colouring instead of green for emergency appeals, where the ask is to give through Oxfam, rather than to Oxfam.

PART 2: CRM (CUSTOMER RELATIONSHIP MANAGEMENT) PROGRAMME – PROGRAMME EMPOWER (Tim Hunter)

Paper J was taken as read. Tim’s presentation noted that an extensive co-creation exercise has been undertaken to achieve the blueprint and begin to shape the target operational model. Although much work remains, the proposal is to launch Phase 1 (Foundations and 121 supporter management) early in 2018. Phase 2 (July -Oct 2018) will see the majority of OGB supporters being on the system.

C47/17 OGB AND OI (Mark Goldring, Caroline Thomson, Steve Walton)

Paper K was taken as read.

1. Confidential item: see Appendix 3

2. Security Management Handover to OI

Paper L was introduced by Steve Walton, as Lead Trustee for security, who noted that it is Council’s role (not the Lead Trustee’s as stated in the paper) to approve any security management handover. Council noted that OI’s capacity to manage security effectively now exceeds that of OGB, although the agreed transition criteria have not yet been met in full.

After discussion, Council **APPROVED** the security transition to OI with effect from 4 December subject to the following safeguards:

- (1) the OI Global Security Team (**GST**) will continue to use the transition tool to monitor the progress against the 5 agreed global transition criteria, reporting at least quarterly to affiliates on progress until all criteria are met;
- (2) the GST will continue to provide the same level of reporting as is currently provided by regions and affiliates (monthly, quarterly and annual reports along with maintenance of a critical incident database) until a new agreed global reporting system is established; and
- (3) in particular, the GST will report to TAFG on (1) and (2) above in February and May 2018, with a review of future reporting in May (eg whether appropriate to move to annual reporting with reporting by exception of serious incidents).

| | |
|--|---|
| ACTION: add reporting to TAFG forward planner | Judeth Neville: TAFG forward planner Feb & May 2018 [complete] |
|--|---|

C48/17 GOVERNANCE REVIEW: INITIAL REFLECTIONS (Andrew Purkis)

1. Summary

Paper M was taken as read. Andrew presented the issues he has identified to date as most needing to be addressed, noting that his final report will be presented to Council in March. These are:

1.1 What should it mean for OGB Trustees to be carrying out an important part of their duties through and with OI?

- Trustees need confidence in OI accountability processes, eg reporting, with orderly opportunities to engage. Current accountability channels are not working, eg FRAC minutes should be made promptly available to TAFG, key points from EB and BOS meetings should be circulated immediately after each meeting with full minutes a few days later.
- Steps should be taken to mitigate the sense of distance between most of OGB Council and OI, as this could in the long term detract from the One Oxfam ambition. For example, find pathways to enable more relationships with OI involving more Council members in order to build personal confidence and trust. (Eg trustee involvement in time-limited task & finish groups or in light-touch peer reviews of affiliate strategy or annual plan.)

- Consider providing to Trustees on a regular basis (eg every 2-3 meetings) a simplified graphic of lines of reporting to Trustees.

1.2 How can OGB Trustees achieve the necessary aim of spending relatively more time on big picture issues about mission, values, strategy and long term sustainability (as well as vital fiduciary duties)? What are the preconditions to be met which would allow that shift to happen?

- Trustees need sufficient confidence in processes (both OI's and OGB's), and orderly assurance through appropriate reporting and escalation processes, to avoid a need to explore in detail to find evidence.
- Consider whether there is scope to rationalise policies so that Council may keep a reasonable overview and / or to select a few core policies that require Council attention and to understand which staff member is responsible for others.

1.3 Other matters for consideration

- Possible adjustments to Committee roles (especially RADG, Remuneration Committee and Programme Committee)
- Lead Trustee role: broadly supported by interviewees but can be problematic
- Subsidiary bodies with quasi-independent Boards
- Names – why Council instead of Board, TAFG instead of Finance, Risk & Audit Committee?
- Whether a need for more rigour in Council/Committee self-evaluation

2. Trustee Comments

- Keen to understand how we might explore creatively OGB's role within the confederation, including the potential up-sides.
- How should we best encourage OI (the wider confederation, rather than the Secretariat) to engage with us, both formally and informally – to achieve a regular flow of information and ideas in both directions? Penny noted that the quarterly reporting system under preparation by OI will be valuable.
- Reporting and assurance processes: examples of how this works in other organisations would be helpful.
- Corporate objectives: could these form a useful focal point for Committee and/or Council focus?

C49/17 PROPOSAL RE FUTURE COUNCIL AND PROGRAMME COMMITTEE MEETINGS (Caroline Thomson)

Paper N was taken as read. After discussion, Council **APPROVED** the proposal that from the October 2018 Council meeting onwards:

- Council meetings will take place all day on a Thursday, with a dinner for Council and invited guests on the Wednesday evening;
- Wherever possible, development sessions will be included within the Wednesday dinner or Thursday agenda – recognising that for some topics an extended session on the Wednesday may still be appropriate; and
- Programme Committee meetings will be held on the preceding Wednesday afternoon.

[Post meeting note: we have also with Council agreement changed the dates of the July strategy away days in Birmingham – see end of these Minutes]

| | |
|--|--|
| ACTION: Council to propose to Judeth, for discussion with Caroline and Mark, names of potential external speakers | Council members: asap and ongoing |
|--|--|

C50/17 COUNCIL OVERSIGHT OF COMMITTEE BUSINESS

1. Fundraising Committee 2 November (Angela Cluff)

AC had been impressed by the quality of compliance work but commented that the level of oversight was perhaps unusually high. The Committee began to consider if it could move to more headline-level reporting: to come back to next meeting.

The Committee has space for one/two new non-Trustee members (depending on whether one member currently taking a period of leave returns) and has asked RADG to commence recruitment. One skill being sought is expertise/experience in digital transformation (in light of the CRM programme): Andrew Purkis noted it might be convenient to consider a temporary “task and finish” group in this respect, rather than appoint a new Committee member.

See also confidential matters in Appendix 3.

2. RADG 7 November (Katy Steward)

RADG discussed trustee succession options with an aim of ensuring where possible that not too great a number of trustees (in particular, HOs) step down in the same year. One option may be to retain flexibility re length of individual terms (eg 2 years not 3). Caroline and Judeth will revert to RADG in early 2018 with a proposition.

Consideration was given to providing an improved pipeline of potential trustees, including where appropriate by approaches to existing supporters (likely to be major donors). RADG reviewed principles drawn up by the Fundraising Team and approved by the Fundraising Committee. Judeth to revert to RADG with practical proposition.

Recruitment of further non-trustee members of Committees: see 1 above re Fundraising Committee. In addition, Gavin Stewart and Andrew Horton to let Judeth know in January if they wish to recruit further member/s to the Trading Board (see 5 below). The governance review may recommend revisions to the ToR of other Committees: if the revisions are approved by Council, RADG will consider what new members may be needed. Tunde noted that the best members may be those already working with Oxfam, eg as consultants, as otherwise we risk lack of true connection.

3. TAFG 17 November (Steve Walton)

2018 focus to include:

- Supporting management successfully to deliver the EA role
- Continue to tackle root causes and compliance issues
- Establishing appropriate line of sight to matters for which OI and (where we are EA) other affiliates are responsible
- Improved risk management.

See also confidential matters in Appendix 3.

4. Programme Committee 30 November (Ken Caldwell, in absence of Kul Gautam)

The Committee reviewed progress of the Stand as One campaign, noting that in March 2018 a private member's bill seeking reunion rights for refugee families will return to the UK Parliament for second reading.

The Committee reviewed 2016/17 programme reports and encouraged further thinking about how best to close the "learning loop" to ensure that evaluations have impact.

The Committee noted that it will be crucial, to inform the strategic planning process next year, to understand the causes of the current exceptional level of humanitarian demand – and whether this level is the "new normal" or a temporary peak.

5. Oxfam Activities Limited⁴ (OAL) 30 November (Gavin Stewart)

The Board has decided to slim down its membership and regular business, while still consistent with the need for OAL to operate as a standalone business. Accordingly, the Directors are now Gavin, Alison Hopkinson and Andrew Horton.

OAL is entitled to – and does - donate its net profits to OGB by way of gift aid, hence reducing OAL's liability for corporation tax. Council noted that in doing so OAL and OGB follow the spirit and letter of the legislation – and that we are transparent about the arrangement in OAL's public accounts.

| | |
|---|---|
| ACTIONS: Fundraising Committee: consider additional skills sought (bearing in mind possible "task and finish" group re CRM) and submit draft advert and role description to Judeth Neville for recruitment commencing January | Angela Cluff, Tim Hunter: beginning January 2018 |
|---|---|

⁴ Information note: OAL is a wholly-owned subsidiary of OGB – set up because UK law requires trading at a certain level and which is not for the "primary purpose" of the charity to be conducted via a trading subsidiary. OAL is responsible for bought-in goods for the shops and for operating the Wastesaver warehouse, fundraising events and festivals. The Board meets 2x pa. The "Trading Board" on the other hand is not an officially-constituted body: it is a group chaired by Gavin Stewart, and including Andrew and members of the Trading Team, which meets 2x pa to review progress against the Trading strategy. The main other wholly-owned subsidiary of OGB is SEIFF Limited. SEIFF provides advisory services to the Small Enterprise Impact Investment Fund to support Oxfam's development work and raise funds for other business activities. SEIFF Directors are Gavin, Alison and Penny Fowler.

| | |
|--|---|
| Trading Board: consider whether additional skills required at this stage – and let Judeth know if so | Gavin Stewart, Andrew Horton: January 2018 |
|--|---|

C51/17 ANY OTHER BUSINESS

Consent and Information Items

The revisions to the Programme and Fundraising Committee ToR and Programme Committee membership (Paper O), and resolution to appoint Judeth Neville as OGB Company Secretary (from a date to be agreed in December⁵), were **APPROVED** without further discussion.

C52/17 DATE OF NEXT MEETING: Thurs 15 & Friday 16 March 2018

Other 2018 meeting dates – ALL moved to Wed/Thursday:

- July 4 & 5: strategy away days in Birmingham (tbc but likely lunch/early afternoon of Wed & all day Thurs)
- October 3 & 4 (late afternoon of Wed & all day Thurs)
- December 5 & 6 (late afternoon of Wed & all day Thurs)

The meeting closed.

Submitted and approved at a meeting held on 16 March 2018.

.....Caroline Thomson, Chair
Minutes: Judeth Neville, 8 December 2017

⁵ Post-meeting note: Company Secretary appointment postponed to March in view of Charity Commission work: Joss Saunders remains Company Secretary in the meantime.

Appendix 1: Trustee comments (set out in Appendix for future reference, including by LT)

C42/17 REVIEW OF CORPORATE OBJECTIVES FOR FIRST 6 MONTHS OF 2017/18

- Programme Committee noted concern re slower than expected progress on Programme KPIs: to come back to March Programme Committee meeting.
- Several observations re LEAN from Tunde, including that one would expect such a programme typically to target freeing up some 10-15% of capacity. Tunde and Ali to discuss further.

C43/17 2017/18 PLAN REFRESH AND OUTLINE THREE-YEAR PLAN

- We need to be ready to prioritise appropriate areas to receive significant funding in future years, after the seed funding is spent. Mark noted that the LEAN programme is expected to release funding – as is ongoing work with OI about into how many countries OGB continues to commit discretionary funding.
- Mark also noted that currently Programme funding is stretched and under threat due to the need to invest in infrastructure: this may be a matter for future TAFG discussion.

C44/17 2018/19 CORPORATE OBJECTIVES: STEER FOR DEVELOPMENT

- Programme-related objectives: Programme Committee was content with the campaign and humanitarian objectives although encouraged LT to consider a scale-related objective as well as advocacy work to address underlying causes of humanitarian crises.
- The Treasurer requested strengthening of the root causes objective, eg to “drive solutions to root causes analysis”. He noted the fundamental aspects as being: comprehensive concise set of procedures (how do we influence OI to drive this forward); clear management responsibility and accountability; better performance management to identify and sanction non-compliance; high quality recruitment; partnerships – effective use and monitoring.
- Are we taking advantage of different OI structure?
- Are we leveraging what makes Oxfam better and different?
- Add text, perhaps at end of each existing objective, about whether we are fit for the future – are we changing enough and doing well enough the things to which we committed?
- Future seed funding to create processes to release significant unrestricted funding (as specific budget strand).
- Sharpen outcomes for each objective – to include outcomes for beneficiaries.

C45/17 OGB ECONOMIC JUSTICE TEAM DRAFT STRATEGY

- Number of priorities: CA noted that each of the 4 teams has only 2 priorities - a real improvement on previous practice.
- There are many other players in this field – how does OGB define its role? What is Oxfam’s value-added? CA noted that OGB’s approach concerns system change and justice, not just who benefits, and that she hoped to engage more with third parties about where we are aligned and where we are different.
- What is the impact which comes out of this framing – how does it make real change at country-level? Many countries are seeking assistance from us to develop multi-country programmes on agricultural markets. Where appropriate, an EJ team member will assist countries with Programme design.

C46/17 REFRESH PROJECT FOR BRAND, COMMUNICATIONS AND PUBLIC ENGAGEMENT PART 1: BREATHING NEW LIFE INTO THE OXFAM BRAND

- Concern re impact on campaigns where a sub-brand campaign name would be memorable. Matthew Sherrington noted that hashtags etc will still be permitted, but not competing sub-brands.
- The need to ensure staff engage with the new ways of working.

PART 2: CRM (CUSTOMER RELATIONSHIP MANAGEMENT) PROGRAMME

- Issues of who has rights to manage content and what different teams should lead on will be considered early in 2018 as part of the work to determine the appropriate operating model.
- In due course, LT to report back to Council on the impact of the CRM and/or the Brand Refresh work on key public engagement measures (including on the statistic of the percentage of supporters who donate to OGB even though they do not understand what we do with the money).

[Confidential Appendices redacted]