

OXFAM GB

COUNCIL OF TRUSTEES

APPROVED DRAFT/Minutes of the Council Meeting held on Friday 16 March 2018 8.30am-3.50pm

As part of Oxfam GB's commitment to accountability and transparency of decision making, we will in future make public the minutes of each Council meeting - excluding only those parts of the meeting which have to be kept confidential for one of the reasons outlined in Oxfam's Open Information Policy (for example, for legal, commercial or contractual reasons, or because its premature disclosure would jeopardise action that Oxfam is planning to take).

We have tried to keep the minutes as full and clear as possible but no doubt it will be possible to improve them and so we encourage feedback. If you have any comments or indeed questions, please initially address these to our Governance Team: lsmith3@oxfam.org.uk

PRESENT

Caroline Thomson (Chair)
Angela Cluff
Wakkas Khan
Katy Steward

Ken Caldwell
Kul Gautam
Tunde Olanrewaju
Gavin Stewart (Vice Chair)

Nic Cheeseman
Lois Jacobs
Lidy Nacpil
Steve Walton (Treasurer)

APOLOGIES

None

IN ATTENDANCE

Mark Goldring (Chief Executive)
Alison Hopkinson (Finance & Information Services Director – **F&IS**)
Andrew Horton (Trading Director)
Jonathan Mitchell (Response Coordinator)
Nicola Tallett (Deputy Fundraising Director)
Nick Roseveare (International Programme Director)
Tina Proudlock (People Director)
Matthew Sherrington (Interim Communications Director)
Matthew Spencer (Campaigns, Policy & Influencing Director)

Joss Saunders (General Counsel, Company Secretary)
Nikki van der Gaag (Director of Gender Justice & Women's Rights)
Judeth Neville (Head of Governance, Minutes)
Other OGB staff for particular items, as set out in Minutes

C51/18 WELCOME

The Chair welcomed Jonathan Mitchell and Nicola Tallett to their first Council meeting. She welcomed also Nikki van der Gaag who has joined Leadership Team (LT) for the coming months during Oxfam's response to the Haiti/safeguarding crisis.

C52/18 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.

53/18 MINUTES OF THE PREVIOUS MEETING

The Minutes of the meeting on 1 December were agreed (subject to an amendment on page 12: it is restricted, not unrestricted, funding which is expected to be behind budget at year end) and signed by the Chair as a correct record.

C54/18 ACTIONS ARISING FROM THE MINUTES

Paper D was taken as read. The Chair noted with satisfaction that the IPT compliance statement was signed this month. [Post-meeting note: as part of the risk review work with Sayer Vincent, OGB will be achieving improvements in compliance in different ways in future – relying on assurance. However, OGB is investing

more in compliance, including in the form of more safeguarding staff, fraud investment, and the Whistleblowing hotline.]

C55/18 THURSDAY SESSION: SAFEGUARDING CRISIS UPDATE

Council and LT attended a two-hour session on 15 March.

C56/18 MATTERS ARISING FROM CEO UPDATE

Paper Y was taken as read. Three items arising since the report was circulated:

1. Yemen (Matthew Spencer)

- With support from OUS, we have undertaken influencing work with the UN which on 15 March published a statement urging warring parties to allow humanitarian convoys to safely reach all conflict-affected governorates, while also asking that all Yemen's ports remain fully open to commercial and relief supply imports. This is a small but significant step.

2. Root Causes (Nick Roseveare)

- NR and MG apologised to Council (and to TAFG) that the most recent root causes report (11 Feb) did not receive the attention it required due to the crisis circumstances. He assured Council that this is a priority area, including management capability in Programmes where OGB is EA, and that he will report back on a more systematic process in the near future.

ACTION: NR and Steve Walton to discuss TAFG concerns and develop timeline for further action.	Nick Roseveare, Steve Walton: ideally, before 11 May TAFG
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C57/18 MYANMAR PROGRAMME VISIT JANUARY 2018 (Ken Caldwell, Nic Cheeseman, Katy Steward)

The three trustees who had visited Myanmar made a brief presentation, which we will also share with staff. Highlights included:

- Remarkably complex landscape with fragmented conflicts in different parts of the country, each with its own dynamics. Trustees were impressed with the Oxfam staff capability to deal with this complexity.
- Oxfam team now unified: country team feels the One Oxfam model is much better for working with national partners and donors in country. But significant barriers remain in terms of needing to centralise systems including email.
- Excellent work on strengthening community organisations' rights and good humanitarian response through strong partners, eg to deliver cash aid.
- Less clear about long term effectiveness of some of livelihoods work and work with long term internally displaced people and governance. Good work but was it scalable?

Thoughts and lessons learned: for possible consideration in future discussions in Programme Committee/Council

- Learning process: how to be a good Partner Affiliate and make best use of OGB unrestricted funds for country programmes
- Monitoring & evaluation: challenge of conducting M&E on our most innovative work. Can we measure success and is this scalable?
- Integrating core systems and processes
- Staff attitudes to ethnic differences remain.
- Gender equality: how do we get more women into CD roles (noting that these are OI roles)? Child friendly office but people put off by challenges of CD position. Is there a proportionate spread of women at CD level?
- Leadership challenges: to what extent is difficulty of recruiting nationals for senior roles a generic problem, and how do we respond?

C58/18 INDEPENDENT GOVERNANCE REVIEW: Governance Review Report and recommendations (Andrew Purkis - External Governance Review consultant)

Paper E was taken as read, noting that this focuses as requested on the most significant points with more detailed points to be recorded in a supplementary letter (to include transparency of agendas/Minutes) to be finalised after this meeting and forwarded to Council.

Council **APPROVED** the thrust of the Report but agreed that the specific recommendations should come back to Council for further consideration (particularly, with a schematic of Committee remits and draft Committee terms of reference) before being formally considered for approval.

1. November 2017 Action Plan report (Judeth Neville)

Paper F was taken as read. JN made a brief presentation noting that the Action Plan has now been incorporated into the Statutory Inquiry and that the Plan’s sufficiency, and our progress against it, including the two independent reviews, will now be reviewed by Ineqe as part of the independent safeguarding review reporting to the CC.

The majority of the actions in the Plan have been duly completed, save that the independent employee lifecycle review is now due to complete in May and LT need to finalise some matters (including incorporating Union feedback into the new safeguarding policies -see below).

Council requested clarification of the status of recruitment of staff to the Safeguarding Team. TP confirmed that:

- the interim Head of Safeguarding has been appointed and will start in some 6-8 weeks on an initial interim contract of 6 months, to allow us to consider how we will structure safeguarding across the Confederation. Similarly, some of the advisors will be on 6 month contracts.
- in the meantime, Ruby Moshenska is acting Head, supported by Anne Webb and Martyn Dew (ex OGB Trading safeguarding, now consultant).
- to respond to the allegations reported since 10 February, we have conducted a risk assessment of all cases and devised a plan for each. Within two weeks, we are training HR specialists around the organisation to deal as a priority with the higher risk or higher profile cases. The Safeguarding Coordinator regularly communicates with those waiting for their cases to be dealt with.

Nick Roseveare noted that we are working with institutional donors about whether, and if so how, we are able to release safeguarding-related information to them. Many contracts have requirements for disclosure which may, or may not, override confidentiality obligations. We will need adequately to resource this work.

2. Safeguarding Governance Review report: Recommendations (Andrew Purkis- External Governance Review consultant)

Paper G was taken as read, with the core overall finding being:

“in general, I find that this level of awareness and list of outcomes indicate a substantial active Trustee engagement with these issues, particularly compared with other INGOs not specialising in children”.

AP noted to Council some proposed revisions to be incorporated into his Report, having taken comments from the ex-Treasurer since the Report was circulated, in particular to note the past value of safeguarding having a direct line of reporting to Trustees.

Council **APPROVED** the twelve key recommendations set out in the Report, subject to the revisions outlined by AP in the meeting, with the Trustee Safeguarding Group having delegated authority at its meeting in April to approve the revisions to recommendations 7 and 12 (unless the Group decides these are significant in which case they will be submitted to Council for approval by email).

<p>ACTIONS:</p> <ul style="list-style-type: none"> • JN to discuss with Kul Gautam, Ken Caldwell and AP how recommendations 7 and 12 should be revised to ensure that OGB’s Programme Committee does not maintain monitoring processes which duplicate those of OI but that OI does undertake suitable monitoring and reporting back to Programme Committee. 	<p>Kul Gautam, Ken Caldwell, Andrew Purkis, JN: March 2018</p>
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3. Review of senior Programme employee lifecycle: interim report and recommendations (Jim Thompson-external HR consultant)

Paper H was taken as read. JT made a brief presentation acknowledging his gratitude for the honest feedback he has received from Oxfam staff who he has interviewed and highlighting:

- Organisation’s mission and values are priority issues to be addressed
- Some of the work to bring about sustained change is not to be underestimated: this is a big piece of work and it must be sustained.
- A major risk lies in current vetting and referencing processes.
- End to end process in recruitment (including job advert and interview) must reinforce and emphasise the desired values, attitudes and behaviours.
- But for this to happen there will need to be a shift in culture and a refresh of the Values.

- Induction needs to improve. We need to “set a tone of intolerance” and an “Oxfam way of working” (Mission, values, expected behaviours) with clear consequences for not following that way of working.
- Training: a more directed/managed approach is required.
- Performance management: challenge of how to apply a single process in a multi country, multicultural environment where most of the participants have a Southern voice.
- Accountability: lines need to be clarified, values reinforced and people held to account.

JT’s ongoing work, which includes country visits and collating results of a large survey including from Regions and EA Nodes, is due to complete in May with final recommendations coming to Council’s July meeting.

Council thanked JT for an informative Report and presentation and **NOTED** that the Report would be submitted to the CC by the end of March as evidence of work in progress, with final recommendations and implementing actions coming back to Council for approval in July 2018.

C60/18 SAFEGUARDING STRATEGY AND REVISED SAFEGUARDING POLICIES (Tina Proudlock)

Paper I was taken as read, noting that the draft Strategy incorporates all the commitments made to regulatory bodies as well as the additional work to which OGB is committed (eg victim support) and to reflect collective work with others in the sector.

Council extensively discussed the draft Strategy and Policies: points arising are recorded in **Appendix 1**.

Council **APPROVED**:

- the Head of Governance to share the draft Strategy and Policies with the CC, along with the relevant parts of the Minutes of this meeting, to evidence to the CC the work in progress;
- the Strategy revised in accordance with Council comments to be taken to the Trustee Safeguarding Group in April for consideration (with Council approval being requested by email thereafter);
- the three Polices revised as outlined in the paper to be taken to the Trustee Safeguarding Group in April for approval (with a report back to Council for information thereafter).

C61/18 PROGRAMME AND FUNDING IMPLICATIONS AND NEXT STEPS (Nick Roseveare, David Huw-Owen, Nicola Tallett, Andrew Horton)

Issues and opportunities arising from current constraints: early thoughts

Programmes, Fundraising and Trading gave shape to the financial implications of the crisis. There will need to be adaptations and refinements but there is also an opportunity for choices.

International Programme: NR recommended that future deliberation focuses on:

- issues of quality: capacity to manage at a sufficient level the risks in countries where we programme;
- capacity to manage risks eg PSEA and fraud at country level;
- investing sufficiently in the quality of the partnerships we have; and
- the scale of restricted Programme for which we should aim.

Institutional donors and partners: active work has been done on Income Data: normalising relationships is projected to take at least 18 months; work on evaluating programme income/cash flow has assessed the disruptions of the various suspensions and changes in contracts.

Fundraising: efforts moving forward to rebuild market confidence with a focus on story telling.

Trading: has looked to protect the core work, tightening on human resources and health & safety compliance.

Council received a proposition on the possible use of a specified sum from OGB’s general reserves to fund ongoing country programmes which would otherwise be forced to close and where suspensions are likely to be lifted in the short term.

C62/18 BRAND AND COMMUNICATIONS (Matthew Sherrington)

MSh reflected on the crisis comms approach, moving from reactive at the beginning of the crisis to a front foot approach. The story telling already in place within the brand work formed the basis for the integrative action plan.

C63/18 CAMPAIGNING (Matthew Spencer)

Council offered congratulations to CPIT on today's news that MPs have backed the Family Reunification Bill. This would expand the narrow definition of family used by the Home Office for reunification purposes, meaning children who have arrived in the UK unaccompanied would be allowed for the first time to sponsor their closest relatives to join them. The Bill will now move to committee stage – although the government has said it will oppose the legislation at a later stage.

MSp noted that the CPIT Operational Plan 18/19 will come to Council in July instead of March this year.

Expected work before July:

- Our campaign on refugees will be used through the Festival season to reengage some core supporters.
- All trustees are invited to the Breaking New Ground' event with Paul Polman, 17 April: formal invitations to follow.

C64/18 OTHER CORPORATE IMPLICATIONS (Jonathan Mitchell)

OGB has imposed an interim recruitment moratorium, with exceptions for posts which LT Directors evidence as being essential, and posts in safeguarding and compliance protected.

C65/18 DRAFT ANNUAL PLAN 2018/19 (Alison Hopkinson)

Paper J was taken as read. AHop made a presentation on the financial outcomes of the crisis response and stabilisation, noting that we currently estimate year end reserves of approx. £27.4m – but there remain several variables including foreign exchange.

AHop, with Steve Walton's endorsement, outlined LT's intention to seek approval at this stage of a budget only for Q1 of 2018/19. Council noted the following risks to the Q1 plan:

- Timeframe of institutional donor response (assuming 6 months)
- Funding of restricted expenditure from unrestricted – gaps in fixed costs not covered
- Possibility of further adverse publicity

The CRM and LEAN work were protected, possibly with increased funding for the latter, with the Phase 2 process helping to identify priorities for the LEAN work.

Phase 2 of the budget process has begun: it encompasses a strategic revision for medium term adaptation, with the goal of enabling a sustainable financial position. Jonathan Mitchell outlined the iterative, but nonetheless rapid, review and decision process (March – April). Inputs include previous studies, McKinsey analysis and engagement with staff, Council and OI/affiliates.

Proposed red lines: we will seek to protect as best estimate:

- Total spend on unrestricted programme (although will still look at efficiency and redistributing within functions or countries) – but noting this would not be feasible if force majeure intervenes
- Safeguarding
- Compliance
- Valued-based behaviour
- Gender justice
- Medium-long term income generating capacity

We therefore propose an ad hoc Trustee meeting/telecon in May to approve Phase 2. We will circulate a week before the meeting/telecon an analysis of potential opportunities and savings and proposed 1 year budget.

The Chair congratulated Alison Hopkinson and the Finance Team for work to date, grappling not just with the immediate issues but also looking longer-term.

Council:

- **APPROVED** the proposed Q1 budget, noting that it may take general reserves to about £24m, slightly below the £25m policy level;

- **APPROVED** the headline numbers for 2018/19; and
- **NOTED** that Q1 and Q2 will be reviewed with TAFG in May and that the Phase 2 options will come to an ad hoc meeting/telecon of Council in May.

C66/18 WRAP UP

ACTIONS: Monthly financial update to Trustees by email (but with interim report by exception in the event of any particularly significant changes or events)	Alison Hopkinson: from mid-April
Letter to Penny Mordaunt reporting on progress following this first full Council meeting: Council approved range of strategic and investment decisions, recognised powerful commitments and was positive about OGB continuing to apply for funding from other sources.	Caroline Thomson: at appropriate time

C67/18 CHAIR'S REPORT (Caroline Thomson)

Paper K was taken as read. Following the trustee appraisal meetings in January/February, Caroline will propose to RADG and then Council a series of changes to Committee memberships and Trustee terms. In particular, Wakkas Khan has agreed to serve a second three-year term from October 2018 and Steve Walton and Gavin Stewart have agreed to continue to serve as Treasurer and Vice Chair respectively for a further year from October 2018. RADG will seek to recruit a Treasurer designate from this October.

Also, Lois Jacobs took over from Gavin Stewart as Trading lead trustee with effect from 15 March 2018.

C68/18 COUNCIL OVERSIGHT OF COMMITTEE BUSINESS (see also confidential Appendix 3)

1. Fundraising Committee 21 February (Angela Cluff)

The Committee discussed the direction of the CRM project and endorsed the importance of an integrated approach to supporter engagement. It endorsed the proposed approach to Zakat giving and thanked Wakkas Khan for his support of the Team to develop the plans. It noted that we are to cease fundraising investment in Thailand.

The Fundraising Team noted their thanks to all Trustees who had assisted in contacting donors during the recent crisis.

2. TAFG 23 February (Steve Walton)

In addition to matters covered earlier in this meeting, SW noted that TAFG needs clarification about the reporting to it of Serious Incidents: what is TAFG's role, what follow up information should be provided.

TAFG approved at high level the Terrorism Finance and Financial Crime Policy so that views can be fed into the sub-committee of OI Executive Board. An OGB Steering Group is being set up and the policy will in due course come back to TAFG and Council for approval.

3. Trading Division Board 15 March (Gavin Stewart)

The Board discussed safeguarding and young people volunteering in the shops. They considered health & safety issues and supply chain risks. There has been good work in driving consistency across the network but allowing local ownership: "as consistent as we have to be, as different as we can be".

4. Programme Committee 15 March (Kul Gautam)

PC did not follow a formal agenda but considered the impact of the crisis on delivery of Programme and on staff morale and motivation in IPT.

C69/18 ANY OTHER BUSINESS

1. Consent Items

Council **APPROVED** the following matters without further discussion:

- Trustee Safeguarding Group: draft Terms of Reference
- Data Protection Policy
- Anti-Bribery Policy
- Resolution to update Delegated Duties Policy

Paper M (proposed approach to policies requiring Council approval) was withdrawn in light of Trustee comments received this week.

ACTION: JN to consult with Trustees who have raised comments and with Chairs of Council Committees, then bring revised paper M to July Council for approval.	JN: by July Council
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2. Information papers

Council noted the following papers:

- Risk management
- Corporate Objectives 18/19 (work in progress)
- 2019 Council and Committee dates
- Terrorism Financing and Financial Crime Policy (previously the Aid Diversion Policy)
- Approved draft Minutes of Council Committees:
 - o TAFG 17 November 2017
 - o Programme Committee 30 November 2017
 - o Fundraising Committee 21 February 2018
- Annual returns: Charity Commission and OSCR
- CEO Update – non-crisis related matters

C70/18 DATE OF NEXT MEETING: Wed 4 and Thurs 5 July

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

- May Meeting/Telecon to approve Phase 2 of budget process [post-meeting note: now confirmed for 11 May]
- July: Strategy away days in Birmingham: Wed 4 and Thurs 5 July – plan to be circulated by email [post-meeting note: in the circumstances, we may move the strategy days to October: tbc]
- October: Wed 3 and Thurs 4 October. NB Thursday followed by Friends' Annual Meeting until approx. 7.30pm
- December: Wed 5 and Thurs 6 December

The meeting closed and was followed by a brief private session for Trustees only, which Mark Goldring by invitation attended.

Submitted and approved at a meeting held on [xx] 2018.

.....Caroline Thomson, Chair

Minutes: Judeth Neville, 19 March 2018

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

C58/18.2 Governance Review Report

- *Is there anything Council/its Committees need to be doing less of?*
Andrew emphasised the need to be SMART in oversight. A pre-digested plan with clear targets enables easier oversight. The more it is possible, especially on key areas of strategic risk, to have a clear structured plan, the better.
- *Lead Trustee role*
Andrew recommends that in future the Lead Trustee is seen principally as enabling richer understanding and improvement of quality of trustee oversight, whereas the “mentoring/knowledge sharing” part of the role can be a useful bonus but not necessarily so. The Lead Trustee role is not part of the formal governance process. Where appropriate the mentoring part of the role can in some cases be agreed to be more prominent, to give equal benefit to LT too.
- *Strategy process: Values statement*
Is there now an opportunity now to run a bottom-up process to allow the organisation to develop and own Values? Lois Jacobs requested that Brand and Values/Behaviours should be developed together.
- *OI recommendations: how do they fit in governance structures*
- *Committee ToR: start with schematic of range of issues we are trying to assure, then expand this into Committee ToR, with Committee business being reported back to Council at the beginning of the agenda*
- *Engagement with overall organisation: real risk of disengagement of this Board and other national affiliate Boards from global organisation and reality of Programme work.* Need to define right forum for taking this to OI to provoke constructive response.
- *Policies: “all significant policies” needs unpacking.* What criteria should we use?
- *Risk oversight:* Alison Hopkinson noted that this was covered in the Sayer Vincent work.

C59/18.3 Review of senior Programme employee lifecycle

- Report to include recommendations re who should be responsible for which aspects of the recommendations, which we can then discuss with OI.
- Greatest risk is in rapid response scale up for emergencies: we need to test all these recommendations in that context, rather than stable situation. NR noted we still have a challenge about simplification: the recommended solutions must be easy to put into practice.
- JT to report to the Head of People re where the “dark spots” are identified by his survey/work.
- Three strands in “root causes” work are picked up by JT’s recommendations: performance management, recruitment and training/induction. (The other three are that processes are often difficult to access and use easily; tools and processes for partnering; and growing gulf between programme ambition and capacity and capability to deliver.)
- Consider with Nic Cheeseman whether to bring in July someone to speak on changing social norms in an organisation, eg the need to communicate accountability, linking with Nikki van der Gaag as gender team is also working on this area.

C60/18 Safeguarding Strategy and revised Safeguarding Policies

- “Eradicate” sexual violence – better may be zero tolerance
- Suggestion of more positive aim: what we want to foster, which could include metrics for success
- Where timescales are 1-2 years, justify the reasons for this in the document
- Ultimate aim should be gender empowerment
- Policies: better to have individual lower in organisation to be responsible for making sure it is up to date and being complied with.
- Further work to be done in future: how do we define success? Perhaps employee survey and KPI re awareness. Success is this system working – review on regular basis whether the blocks of the system are working.
- All actions are about sexual violence. NvdG offered assistance to re-craft to be wider.
- Who does this apply to? Which apply when we are EA and how does it sit with what OI is planning to do? TP confirmed that we are working very closely with OI and the OGB strategy overlays with the OI one. The OI Task Group will recommend a confederation-wide approach so the policies may change at that point
- As Trustees, need method of oversight that is not at this level of granularity. We should report back to Trustees on more measurable strands of work and results in each.
- Jonathan Mitchell noted there is separate workstream on implementation and compliance with policies.
- Consider whether should be framed as Strategy for one year

- Reporting to police: victim-led standard practice is that the organisation does not report to the police if the victim does not wish us to do so, except there is obligation to report for children and vulnerable adults. Joss noted that Oxfam will not report, even if there is a legal obligation to do so, if doing so would breach our Values or risk human rights issues. NC noted that we should have a process of evidencing consultation with for example women's rights groups on the ground. TO : OGB needs to be clear which other organisations have this issue and who can give us this permission, so that we are not perceived as making unilateral decision. To come to future Council meeting for debate.
- Need date for the action to review reporting practices.
- PSEA Policy: 5.6 need to revise the sexual activity with donors wording to allow for appropriate consensual relationships. Perhaps allow this if the relationship and potential conflict of interest are declared to the management line.

C65/18 Draft Annual Plan 18/19

- Whether sector should inform donors including DfID of the costs of s/g and even seek to build it into funding requests. NR confirmed that BOND will address this for the sector.

C66/18 Wrap up

- Consider light-touch regular surveys on recovery among donors and supporters
- Learning points: KC: what have we learnt re crisis management protocols and how we worked with OI? To reflect on this with Council in future
- Reputational risk – do we need fresh thinking re assessment of emerging reputational risks. Sayer Vincent work should include horizon scanning for reputation risk.
- Need clarity on who is accountable for getting the culture right between EA and OI teams
- Our aim should be to look back on the crisis as catalyst for lasting change to sector and gender justice
- Fraud and aid diversion risks: work underway to clean up the data; looking for consultant to review top say 5-10 cases to ensure robust approach; Anti-Corruption; splitting prevention resource from investigation; new investigations onto new Whistleblowing and Case Management system from (tbc) June to improve monitoring and reporting; working on Service Level Agreement and KPIs