



**OXFAM**

**OXFAM GB COUNCIL OF TRUSTEES**

**APPROVED DRAFT/Minutes of the Council Meeting  
held on Thursday 5 July 2018  
8.30am-4.40pm**

As part of Oxfam GB's commitment to accountability and transparency of decision making, we are making 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](mailto:lsmith3@oxfam.org.uk)

**PRESENT**

Caroline Thomson (Chair)  
Angela Cluff  
Tunde Olanrewaju  
Steve Walton (Treasurer)

Ken Caldwell<sup>1</sup>  
Lois Jacobs  
Katy Steward

Nic Cheeseman  
Wakkas Khan  
Gavin Stewart (Vice Chair)

**APOLOGIES**

Kul Gautam

Lidy Nacpil

**IN ATTENDANCE**

Mark Goldring (Chief Executive)  
Alison Hopkinson (Finance & Information Services Director – **F&IS**)  
Andrew Horton (Trading Director)  
Jonathan Mitchell (Interim Programmes Director)  
Nicola Tallett (Deputy Fundraising 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)  
Mary Malpas, co-Chair Oxfam Independent Union<sup>2</sup>  
Sian Thomas, interim Head of Safeguarding<sup>3</sup>  
Tina Trythall (Head of Insight)<sup>4</sup>  
Judeth Neville (Head of Governance, Minutes)

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

**C69/18 WELCOME**

The Chair welcomed Mary Malpas, Deputy Internal Comms Manager and co-Chair of the Oxfam Independent Union, who is attending this meeting to give Council further staff insights as appropriate. This is an interim measure pending Council agreement on a longer-term proposal for ensuring the staff voice is heard at Council meetings. A staff observer at Council is part of a wider policy of increased transparency and accountability which the Chair is pursuing. This includes publishing Council Minutes as fully as possible given confidentiality and privilege.

Council noted the paper which was tabled which set out comments on the meeting papers received from Trustees in advance of the meeting.

<sup>1</sup> Absent for items C75-C76/18 and part of C83/18

<sup>2</sup> Absent for item C82/18 which was within the scope of legal professional privilege

<sup>3</sup> C80/18 only

<sup>4</sup> C78/18 only

**C70/18 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 protocol agreed with regard to Ken Caldwell.

**C71/18 MINUTES OF THE PREVIOUS MEETING**

The Minutes of the meeting on 15-16 March were agreed and signed by the Chair as a correct record.

**C72/18 ACTIONS ARISING FROM THE MINUTES**

Paper B was taken as read.

In relation to Action C56 (the Drive/Root Causes work), a Project Manager has been appointed to manage the Drive activities and a workshop in May pinned down tangible ways ahead. There has been some delay since then but the project will move ahead as priority over next few months, including overlaps with culture workstreams. Council noted this remains high on TAFG agendas.

<p><b>ACTIONS:</b></p> <ul style="list-style-type: none"> <li>• Jon Mitchell to attend next TAFG re Drive project.</li> <li>• Re Action C65: Pennies in £: consider for 2017/18 accounts whether to be more explicit about how we are spending the money going forward, including wording re amount spent on compliance, risk and assurance – perhaps including regulatory and donor compliance. This should take into account what others in the sector are doing.</li> </ul>	<p><b>JM – September TAFG AHop – 2017/18 ARA</b></p>
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**C73/18 THURSDAY SESSION: “Fit for the Future 2.0”**

Council and LT attended a session: confidential notes at **Appendix 1**.

**C74/18 MATTERS ARISING FROM CEO UPDATE**

Paper C was taken as read. The CEO gave an update in relation to Nigeria.

**C75/18 MEDIUM TERM CHANGE PLAN: PROGRESS REPORT; DISCUSSION OF RISKS AND ISSUES AND OF NEXT STEPS (Mark Goldring, Jonathan Mitchell)**

The Chair and MG made brief introductions to Paper D, then opened the meeting for Council debate.

**C76/18 FINANCIAL UPDATES (Alison Hopkinson)**

1. 2017/18 pre-audit end of year results
2. 2018/19 current and forecast position

OGB is currently tracking slightly above budget, with Trading contribution just below budget and reserves above budget.

TAFG and Council in September/October will review budgets for this year and next as a result of the medium-term plan.

The Chair has met privately with the external auditor who gave reassurance on budgets and financial management generally.

<p><b>ACTION:</b></p> <ul style="list-style-type: none"> <li>• Future Council meeting to include strategic budget discussion (eg investment in Trading, restricted/unrestricted income generation)</li> </ul>	<p><b>JN for TAFG and Council forward planner: 2019</b></p>
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**C77/18 FOCUS ON CAMPAIGNS (Matthew Spencer)**

1. **Behind the Barcodes Launch June 2018**
  - Encouraging start to what we expect to be 3-5-year endeavour.
  - Split into two phases: current phase - evidence base; second phase - campaigning and wider public awareness work – planned for approx. mid-October.
  - Target is to have impact on one or two of the UK supermarkets by the end of this year.

The Chair gave congratulations on behalf of Council to MS and his Team for the quality and impact to date of the campaign and for pushing forward with the plan despite the crisis.

### 3. CPIT Operational Plan 17/18

Council noted that the Plan had been endorsed by Programme Committee on 4 July and, with a brief presentation from MS, the Plan as set out in Paper F was **APPROVED**.

#### **C78/18 PEOPLE REPORT**

##### **1. "Pulse" staff survey results: end-April 2018 (Tina Trythall)**

TT gave a presentation on the headlines from the survey, noting that Trading staff make up half of our staff and a third of survey respondents. Significant declines in some key indicators, including in staff feeling valued. Workload remains a concern in Trading but now has become also a significant concern in the People Team.

Several focus groups are to be held to give more richness to the figures. We will conduct another Pulse survey after the summer.

Katy Steward noted thanks on behalf of Council to TP and the People Team for the quality and quantity of their work since February.

#### **C79/18 CULTURE CHANGE/SENIOR COUNTRY PROGRAMME EMPLOYEE LIFECYCLE REVIEW (Tina Proudlock)**

TP highlighted key findings from the reports from consultant Jim Thompson (papers L and M). The first report identifies two areas as requiring significant improvement: recruitment and performance management. Jim's recommendations will be taken forward as part of the OI Safeguarding Workstream.

The second paper outlines consistent feedback from Country Directors that they felt there was ambiguity within the One Oxfam model about responsibility and accountability.

Next steps are:

- Jim Thompson to revise first report to clarify work already done/in progress against each recommendation.
- Second report: all recommendations to form part of larger discussion in OI to ensure responsibility and accountability are clear within the business model and to understand where there are gaps (eg oversight of HR policy and practice). Need to agree principles, deliver training and empower countries to deliver in country context -then provide tools to enable compliance and have mechanisms to measure.

<p><b>ACTIONS:</b></p> <ul style="list-style-type: none"> <li>• Incorporate actions arising from both Jim Thompson reports into plan to come to October Council for information and for discussion at OI Executive Board (<b>EB</b>) and Board of Supervisors (<b>BoS</b>) in October</li> <li>• December Council: progress report on culture change work, including on discussions at October EB and BoS, which will then be subject to future monitoring by the Trustee Safeguarding Group (<b>TSG</b>)</li> <li>• Briefing for the Chair in advance of BoS in October</li> </ul>	<p><b>TP October Council</b></p> <p><b>JN Council forward planner – December</b></p> <p><b>TP October</b></p>
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#### **C80/18 COUNCIL AND LT SAFEGUARDING TRAINING (Sian Thomas, Joss Saunders)**

Sian delivered training aimed at highlighting Trustee and LT responsibilities for safeguarding, along with relevant aspects of best practice, and bringing to life safeguarding challenges within international programmes. A copy of Sian's presentation will be circulated with the approved draft Minutes.

Joss gave privileged legal advice outlining OGB's and the Trustees' potential criminal, regulatory and civil liabilities.

<p><b>ACTIONS:</b></p> <ul style="list-style-type: none"> <li>• Organise further session with Sian for Trustees who wish further safeguarding induction/training (possibly before December Council meeting)</li> <li>• Analyse Charity Commission safeguarding guidance: which elements are mandatory, which best practice</li> </ul>	<p><b>JN for Council forward planner</b></p> <p><b>Joss Saunders, JN: asap</b></p>
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## **C81/18 SAFEGUARDING PROGRESS UPDATE (Jon Mitchell)**

Section 4 of Paper J was taken as read.

The Chair confirmed that TSG, established in March, has met three times. Its regular business includes to scrutinise a report on progress against all the safeguarding-related commitments made to DfID and other stakeholders in February and another report on the Safeguarding Team's caseload, as well as reviewing progress in the Charity Commission Statutory Inquiry. The Group has agreed that the OGB Safeguarding Strategy approved by Council earlier this year should be revised to reprioritise activities based on subsequent recommendations, eg from Jim Thompson and/or Ineqe, and to ensure timescales are realistic.

TP confirmed that the volume of safeguarding allegations reported to the Safeguarding Team is now back to its pre-February rate.

JN outlined the status of safeguarding-related "serious incidents" being reported to the Charity Commission on behalf of the Trustees, noting that these are subject to scrutiny by TSG.

## **C82/18 CHARITY COMMISSION STATUTORY INQUIRY UPDATE (Mark Goldring, Judeth Neville)**

This update was subject to legal advice privilege and is recorded in confidential Appendix 2.

## **C83/18 RECRUITMENT & DEVELOPMENT GROUP (RADG) BUSINESS (Katy Steward)**

Paper N was briefly introduced by KS and, in relation to the proposed new member of the Fundraising Committee, Angela Cluff.

Council **APPROVED**:

- the appointment of Ken Caldwell as Chair of Programme Committee from October 2018 for an initial term of three years (subject to Ken being re-elected as a Trustee in October 2019 when his first term of office ends); and
- the appointment of Andrew Mann as an additional non-trustee member of Fundraising Committee (subject to references) for an initial term of one year to July 2019<sup>5</sup>.

## **C84/18 COUNCIL OVERSIGHT OF COMMITTEE BUSINESS**

### **1. Fundraising Committee 14 June (Angela Cluff)**

### **2. TAFG 11 May and 27 June (Steve Walton)**

AHop noted that TAFG in June had discussed the health & safety annual report, which raised a significant concern that Executing Affiliate business support provided to country offices has yet to be established and that this has serious implications in terms of our ability to provide a duty of care to our staff. This has been discussed by the LT who recognised the risks in the international programme. H&S handbooks are to be distributed to country offices and Connie Wallcraft (Head of H&S) is exploring how H&S can utilise the communication and reporting channels used by Security. Future updates will be provided to TAFG.

### **3. Programme Committee 4 July (Ken Caldwell)**

## **C85/18 ANY OTHER BUSINESS**

The Chair on behalf of Council thanked Matthew Sherrington, interim Director of Communications, who will shortly be leaving OGB.

### **1. Consent Items**

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

- OGB KPIs 2018/19 (as circulated for approval by email 8 June– but showing highlighted revisions to email version, including proposed success measures)
- Anti-Slavery and Human Trafficking Policy (subject to revisions in light of Trustee comments set out in the tabled paper – to be approved by email)
- Responsible Investment Policy

### **2. Information papers**

Council noted the following papers:

- Chair's report
- OGB Corporate Objectives 2018/19 (as approved in 11 May telecon and circulated for information by email 8 June)
- Annual learning review 2017/18: status of work

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<sup>5</sup> Andrew Mann's appointment was discussed but, by omission, not formally approved at the meeting – hence approved by subsequent email exchange

- Safeguarding policies (x 3) as approved by TSG May 2018 (following Council comments in March)
- Annual health & safety and security reports
- Approved draft Minutes of Council Committees:
  - o TSG 18 April and 9 May 2018
  - o TAFG 11 May
  - o Programme Committee –unapproved - 15 March
  - o Fundraising Committee –unapproved - 14 June

**C86/18            DATE OF NEXT MEETING: 1 August telecon**

Other 2018 meeting dates:

- October: Wed 3 and Thurs 4 October in Birmingham.
- December: Wed 5 and Thurs 6 December. NB Thursday followed by Friends' Annual Meeting until approx. 7.30pm

Submitted and approved at a meeting held on 3 October 2018.

.....Caroline Thomson, Chair