



OXFAM

OXFAM GB COUNCIL OF TRUSTEES

**Minutes of the Council Meeting
held on Wednesday 11 and Thursday 12 March 2020
in Hawkwell House Hotel and Oxfam House, Oxford**

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: jneville1@oxfam.org.uk

PRESENT

Caroline Thomson (Chair)
Ken Caldwell
Katy Steward

Les Campbell (Treasurer)
Lois Jacobs¹
Nana Afadzinu²

Angela Cluff (Deputy Chair)
Tunde Olanrewaju
Annie Hudson³

APOLOGIES

Nic Cheeseman, Andrew Hind, Wakkas Khan
Saranel Benjamin (co-Director of Gender Justice)

IN ATTENDANCE

Danny Sriskandarajah (Chief Executive)
Kristen Growney (acting CPIT Director)
Alison Hopkinson (Finance & Information Services Director – F&IS)
Andrew Horton (Trading Director)⁴
Clifford Isabelle (Global Safeguarding Director)
Steve Kingstone (Director of Comms)
Tina Proudlock (People Director)
Fenella Porter (co-Director of Gender Justice)⁵

Kate Sayer (Director of Ethics & Integrity)⁶
Matthew Spencer (Strategy Director)
Nicola Tallett (Audience Engagement Director)
Alison Court (Director of Transformation)
Joss Saunders (General Counsel)
Eliza Hilton, Unite representative
Judeth Neville (Head of Governance)
Other staff for particular items as named in Minutes

On the evening of 11 March, Trustees and Leadership Team received a presentation by Sara Pantuliano, Chief Executive, Overseas Development Institute on challenges for the development and humanitarian sectors (brief notes at **Appendix 1**).

The items on 12 March (beginning at item 20/4) were preceded by a private session for Council members and a second private session for Council members and the Chief Executive.

¹ By videolink for items 20/1 to 20/6 and 20/10 to 20/14

² By videolink for meeting ex strategy financial scenarios and dinner presentation

³ For items 20/1 to 20/8 only

⁴ In attendance on Thursday only

⁵ In attendance on Thursday only

⁶ By videolink for meeting ex dinner presentation

20/1 WELCOME, APOLOGIES AND DECLARATION OF ANY CONFLICTS OF INTEREST

The meeting began with the Chair sharing a message of sorrow for the death of two Oxfam staff members, Wissam Hazim, Staff Safety Officer, and Adel Al-Halabi, Driver, in Syria on 19 February and Council held a minute's silence. Council confirmed their respect for and gratitude to our many staff working in complex and often dangerous environments

The Chair welcomed in particular new Trustee Nana Afadzinu, and new Director of Risk & Integrity Kate Sayer, to their first Council meeting. See above for apologies.

There were no conflicts of interest other than the ongoing potential conflicts with regard to Oxfam International (OI) (Caroline Thomson, Danny Sriskandarajah, Joss Saunders).

20/2 FINANCE AND PLANNING #1: UPDATE AND PROPOSALS FOR COUNCIL APPROVAL OF 2020/21 BUDGET AND 3-YEAR PLAN (Alison Hopkinson)

The paper was taken as read. Council acknowledged the importance of this update given that it is not ideal to begin any financial year without an approved budget. We are not in position to ask Council to agree a budget as we are midway through change process, with the decision paper due to be published 12 May.

Of the risks highlighted to TAFG, Council noted that risks associated with Covid19 are of particular concern. These include a likely short-term impact on Trading (inc because of age profile of volunteers, footfall and possible wish not to buy donated stock) and a longer term possible impact on festivals and events in 2020. (NT noted that we are not yet clear on possible impact on individual fundraising – expected to be less than impact on Trading.)

AHop outlined 2020/21 budget process as agreed with TAFG: the aim is to achieve budget with run rate of £16m savings (although we will not achieve whole £16m in 20/21 as redundancies may not finish until August):

- Have issued budget envelopes for each of the five Divisions: still work in progress. Feedback next week will indicate what has been achieved.
- End April – trustee telecon
- Change Process Decision paper 12 May
- May – trustee telecon process update
- Divisional budgets signed off in June
- In meantime, will monitor teams against base budget less 17% (which is what the £16m savings represents). We have detailed divisional budgets for Q1 but not meeting the financial targets pending the consultation process. AHop does not see risk as being departmental spend as historically staff are disciplined; the risks are in income and country spend.
- Will re-start process of monitoring leading indicators and report to HOs every month (and if necessary every 2 weeks) beginning of May and June with headline figs on income and any unexpected costs
- July Council 2020/21 budget and 3-year plan for approval

The Unite representative raised the following queries:

- How many staff have left since January and what impact will that have? TP to provide numbers.
- Each Division provided a Plan B budget to achieve cuts of £13m. AHop explained these budgets were used to inform where savings could be made and that we are now doing a more detailed and more informed exercise.

20/3 STRATEGY 2020-2030

Danny Sriskandarajah introduced the presentations, thanking LT – particularly Matthew Spencer - and other colleagues for the work done and achievements made.

Council reviewed and debated at length the following strategic areas: a proposed vision, mission and values for OGB; recommendations for OGB global challenge focus; an update on OGB’s fragility strategy; and financial scenario modelling. Brief notes of the discussions are available from the Head of Governance on request.

Council APPROVED:

- **IN PRINCIPLE the recommended area of focus for OGB’s global challenge activity: (1) Just Economies and (2) Climate Justice;**
- **Re Fragility Strategy: to move ahead with the coalition of the willing using the “New Humanitarian” wording in the OI Strategic Framework as our mandate;**
- **Re OI Executive Board meeting, OGB should:**
 - **make the case for substantial transformation of the Confederation’s current model**
 - **seek OI agreement to undertake similar cross Confederation financial modelling to inform its own strategy proposals**
 - **use the Moderate Reform scenario as basis for its 3 year operating and financial plan**

20/4 MINUTES OF THE PREVIOUS MEETING and ACTIONS ARISING

The Minutes of the meeting on 4 & 5 December 2019 were agreed and signed by the Chair as a correct record. Actions arising were reviewed.

Action

Ensure that all outstanding actions have a date for delivery	JN for July Council
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20/5 EXECUTIVE AND CHAIR’S REPORT

The paper was taken as read and the CEO invited comments and queries from trustees. These included:

- IPT report: workload issues. TP noted that this is a particular concern in although morale in further parts of the organisation is also low and pressure is high. We are putting additional support into IPT and looking at initiatives of wider relevance. In addition a medium term aim should be to improve productivity by improving inefficient processes.
- Covid impacts: significant discussion re the various possible implications of Covid, including Confederation Working Group looking at OI actions to delay or reduce spread rate in countries where we work; financial modelling and urgent need for proactive plans for Trading and for other business continuity. Council noted that the Operational Management Group has been confirmed as major incident management team, working closely with the business continuity team, and will review risks around Coronavirus and people/financial risks around Trading. The first draft risk register and mitigation plans will be issued this week.
- USAID terms of admin agreement: Joss Saunders outlined the background to, terms of and extension of the USAID agreement. The revised Agreement will be signed by end-March and will continue until November 2021. We are permitted to take USAID contracts in the meantime.

Action

plan for understanding and mitigating Covid risks, particularly in relation to Trading, to be provided to HOs next week and Council later in March.	LT March
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20/6 DIRECTOR OF TRANSFORMATION REPORT: COST STABILISATION AND TRANSFORMATION JOURNEY (Alison Court)

Paper D was taken as read. Alison Court noted that it will be essential to ensure that the relationship between transformation and cost challenge is clear. The governance for the transformation and cost challenge plans needs to come together.

The Unite representative noted that staff will find it difficult to accept that the paper foresees recruitment of some external resource for the Transformation Team and will also question why we cannot reallocate more spending to the Future Impact Fund to avoid some redundancies. She noted that staff morale is low, partly because some members of LT are seen to be involved in designing new structures but then

leaving before implementing them. She asked that Council and LT commit that there will be no further change process after the one now contemplated.

DS responded that the purpose of the Transformation Team is to maximise our delivery of the new strategy and the wider change process. Some functions will move across to the Team from other parts of the organisation.

The Chair responded that it is not feasible to give a commitment that there will be no more change, as is now acutely highlighted by the likely challenges of Coronavirus over which we have no control. Council's role is to ensure that, in agreeing properly to fund the transform process, we should be able very effectively to deliver the strategy and associated transformative change. The outcome will not be a fully change-proof OGB but it will be a more resilient organisation where staff can reasonably expect more long-term certainty.

Council **APPROVED** the resource envelope for the Transformation Team (noting that this would not and should not be funded from the Future Innovation Fund) and requested that the transformation proposal (not a full business case but with further specificity around projects to be delivered) come to Council in July.

20/7 RISK MITIGATION: SAFEGUARDING AND CULTURE CHANGE (Clifford Isabelle, Annie Hudson; Tina Proudlock)

Safeguarding Strategy Refresh

CI outlined the background to the need to refresh the 2018-21 safeguarding strategy, noting key areas for the refresh are:

- Feminist leadership & culture change
- Inter-relationship between OGB and OI
- Complexities of working with partners
- Barriers to reporting - remediations

The refreshed strategy will be replaced in 2021 by a new safeguarding strategy congruent with the new organisational strategy. In the meantime, we will be bringing forward for SEC and then Council approval various safeguarding-related policies: Oxfam US have commissioned a consultant to review all One Oxfam safeguarding policies.

AHudson invited comments from trustees on the following themes:

- *What do we want to achieve from a refreshed strategy?*
- *Who are the key audiences*
- *Are the 8 subject sections right? What to add? Culture and leadership*
- *What are the measures of success – be clear re the key priorities.*

Trustee comments were collated and will be used to prepare a refreshed strategy for approval by SEC and then Council.

Action

Use Council comments to prepare refreshed safeguarding strategy for approval of SEC and then Council	CI by July Council
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Evolving our Culture: presentation on culture change work in OGB and OI

A copy of TP's presentation is available on request to the Head of Governance [and provided in the July Council pack: paper 17].

In OGB, the work of the last two years includes:

- Mapping our current culture
- Exploring the aspects of our culture we want to enhance
- Introducing specific culture interventions: Let's talk about Race, Feminist Principles, Active Bystander Training

The current phase is about integrating culture and our new strategic steer. We have purposefully adopted new approaches to working together in both the strategy and change processes. This has included diversity and inclusion (D&I) workshops with all change co-leads, with data provided re current staff. We

are working with others to customise a tool developed by BOND to explore Oxfam’s culture from the perspectives of being safe, feminist and partner-led.

In OI, work to date includes:

- Supporting leaders on D&I:
- Anonymous 360 degree feedback tool for all senior leadership roles within Oxfam including Country Directors in late 2019.
- We are piloting a program for leaders at different levels of the organization with the aim of creating understanding on culture amongst our leaders
- Culture requests from Countries : The team is working closely with countries to support them in their culture related matters.
- Global Staff Survey: to be carried out by the end of 2020

Trustee comments:

- Some staff have claimed that in the last change process a disproportionate number of BAME staff were made redundant. TP confirmed that we do not have the data to verify or dispute this. We do now have richer data which we are sharing with the co-leads for the current change process. When selecting for roles, we will address inclusion. For example: very detailed job descriptions have impact on BAME applicants, so seeking to change that.
- Bond tool: trustees were keen to understand how it will help us see the shift and whether we should regular metrics for Council to measure progress eg open audits: TP to be further considered at end of change process.

Action

Culture change metrics: revert to Council with proposal for monitoring and reporting progress	TP at end of current change process
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20/8 INTERNATIONAL PROGRAMME INSIGHTS (Sally Abi Khalil, OGB Lebanon Country Director (CD)– by video link)

Sally expressed gratitude to Council for their interest in hearing CD reflections and noted that she has reached out to other colleagues in region so that she may give their reflections too.

Vision for possible Oxfam future presence in mid-income countries

Sally outlined her view that Oxfam needs to continue to work – and to commit to a level of long-term involvement - in mid-income countries: Oxfam is global force with global influencing network; unique tri-partite mandate which no other organisation has, which means real influence in mid-income countries. Lebanon has humanitarian response, work on governance shortcomings, and work within and to protect the civic space to convene national partners to address root causes and structural challenges faced in Lebanon.

Important to distinguish between different mid-income countries: how we intervene must reflect the context and be based on the realities on the ground, not a top-down approach of category and modalities.

There is severe poverty in some mid-income countries, which is felt as acutely by the people as it would be in a less-developed country.

The role of an Oxfam CD

- Takes pride in representing not just OGB but all the Affiliates equally as best she can.
- Privilege to be able to use Oxfam network to access committed and intelligent individuals all around the world to deliver vision and learn and improve.
- Challenges:
 - In the current model, it becomes difficult to know to whom the CD reports. In theory, CD’s line manager is the Regional Director or their delegate. But in practice that is not necessarily the case and she often feels she is held to account by different Affiliates in different ways. Creates a sometimes contradictory, unclear, frustrating working environment. Often requires the CD to be a buffer between various demands and needs and the country team, especially when initiatives are rolled out without consultation.
 - There are Affiliates (not OGB) which have not changed their behaviour and still operate as if they have their own plans for Lebanon and its partners.

- Very extractive model: 4- 6 affiliates other than OGB and OI which need outputs from her – she spends time “feeding the machine”.
- Matrix management means CD does not always have full view of what her staff teams are doing as a significant amount of HR and Finance Team time is “with the machine”.
- Resource: nationalisation of staff needs resource and when pleads for urgent resource to fill gaps there is insufficient response.
- Time spend on inward looking and change process has distracted from programme quality. The focus on safeguarding crisis has made us leader in this area but has meant we may not have sufficiently invested in programme quality, partnership, our own people. Has affected our innovation and the type of interventions we do such that we may lag behind events or other organisations.
- Different finance and IT platforms.
- Being a CD at Oxfam does not feel “very safe”. In our efforts to shift power within the organisation and to address safeguarding issues, the pendulum has swung so that CDs do not feel protected: increase in complaints and investigations, with consequent stress and anxiety and perception of lack of protection for CDs as senior managers making difficult decisions.
- Lebanon undergoing very challenging phase. Stresses on staff have been significant. Disappointing for staff not to feel there is message from Confederation or OGB to express understanding and to offer support, eg flexibility on HR, how we will address self-care and staff wellbeing.

Trustee comments and queries:

- *What distinguishes the Affiliates that are a pleasure / challenging to deal with?*
There is a recognition of significant shift OGB has made in dealing with countries in new model. OGB taken a lot of time to reflect and change behaviour; EA Node is one of the most important platforms for operating and supporting Lebanon. OGB more open to understand the context of partnerships, humanitarian settings, campaigns, good understanding of Region.

Smaller affiliates working in environments because donors are interested, not because the Affiliates have interest or expertise. Cost recovery becomes challenge where country feels it is fighting for funding and its position.

- *Biggest tensions between reporting line to OI and to OGB as EA?*
OGB EA Node adds great added value. Cannot say the same about the OI Regional Platform because of its set up and lack of resources; confusion of management roles. Services provided by Node are not provided by the Platform. But there is good collaboration between the Node and Platform in MENA which has improved and minimised duplications of request. That depends on individuals not structure.

- *What would happen in practice if CD declined request by another Affiliate?*
Not always easy –as CD she has to learn the skill to pushback – crucial for an Oxfam CD. Comes with risk of gaining a reputation of being uncooperative or defensive or not having the Affiliate best interests at heart.

Council thanked Sally for her time and insights and for all that she and the Lebanon country team are doing for Oxfam and the people of Lebanon, recognising that they are at the forefront of some of the most difficult situations.

20/9 SYRIA INCIDENT: UPDATE (Richard Corbett RC, OGB Head of Humanitarian and Security Focal Point; Crisis Coordinator)

RC gave a comprehensive confidential update and answered trustee queries. Council noted that Programme Committee has asked for the report on lessons learnt when it has been completed, for reassurance that all appropriate lessons have been learnt. [Post-meeting note: report provided for Programme Committee review at July 2020 meeting JN]

Council expressed thanks to RC and the OI security shared service team for all they do to keep Oxfam staff as safe as possible. They asked RC to let all the staff in Syria know that trustees and OGB staff are thinking of them.

20/10 OXFAM INTERNATIONAL (OI)

OI Governance Reform (Joss Saunders)

JS noted that this is the final opportunity for Trustee input, with key decisions being taken at March BoS meeting.

Key aims from OGB perspective:

- Move from large Board of Supervisors to a smaller board fit for purpose and competency-based, with a clear diversity framework for the board and a further such framework for Assembly to include representation from each region)
- Trustees of OGB need to be assured that they will still be able to exercise their fiduciary duties under the new model, without seat at the new board. The legal advice from Bates Wells is positive.
- Overall global balance

Trustees debated the proposals with points arising including:

- The role of the minority independent members of the Board will be to bring expertise and skills balance but in governance terms they cannot hold to account as in the minority.
- Chair of the Board will be a recruited post. The initial recruitment will be done by current BoS. After that, intention is it should be an independent. All Board members have to be approved by the Assembly.
- CD accountability is partly addressed, insofar as some CDs will become EDs of affiliate bodies with their own accountability. The real opportunity to impact CD accountability is the pending revision of the EA/PA model.
- Constitution references ED Forum, for clarity that EDs still manage the organisations. Forum has no constitutional decision-making power. Proper separation of governance and management so explicit that the OI ED reports to and is ex officio attendee at the Board.
- How do trustees ensure that EDs work collaboratively. DS noted that an election of a smaller ED management group may be an option for consideration after recruitment of the new OI ED.
- The Chair recommended the competencies-based board to Council. She noted some concerns around the Assembly: now max size of 40 which is an acceptable compromise. Assembly proposal is much mitigated by the Affiliate Business Meeting, although some concern that we will now have a 3-tier model with ABM having a great deal of power. Her conclusion is that the proposals are overall much better than the current model with a reasonable chance of success.

Council **APPROVED** delegated authority to the Chair to:

- Vote in favour of the proposals at BoS, noting that if substantive amendments are proposed she would exercise right to seek input from HOs and DS before deciding how to vote.
- Use discretion to decide, having consulted with other HOs, on OGB's position on the 16 sub-options which were not discussed today.

Update on Confederation presence and model

Trustees debated the approach OGB should take in the March EB and BoS meetings in relation to the Confederation's global presence and EA/PA model. These topics will come back to Council for further review after the March meetings.

OI Strategy Framework

Council **APPROVED** delegation of power to the Chair to decide on and if appropriate approve the proposed Framework, recognising that this is an OI document rather than one which would have been the choice of OGB.

20/11 FINANCE AND PLANNING #2 (Suzy Alder)

Council reviewed the 2019/20 Q3 performance report, including corporate objectives and associated risks, which had previously been scrutinised by TAFG. They noted that it is likely the end-Q4 report will be less favourable, given the likely impact of Coronavirus.

Trustees expressed the wish that in future the report should focus on a smaller number of strategic themes which should be monitored at Council level. In the medium term these could be structured around the four proposed new Divisions. In the longer term, they might be expressed as Council and LT objectives with a set of KPIs. Suggested themes were programme quality; Coronavirus impacts; financial stability; delivery on strategy; reform of OI; Charity Commission progress.

Action:

Develop proposal for future Council monitoring: CT and DS to prepare first draft	DS, CT then involving LT and Suzy: in time for reporting to Oct Council
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20/12 COUNCIL OVERSIGHT OF COMMITTEE BUSINESS

Feedback and updates from:

1. Programme Committee 11 March (KC)

- Delighted to welcome Nana Afadzinu as a new trustee member; will shortly commence search for another Global South trustee in line with profile agreed earlier.
- Reviewed proposed Impact Division. Noted in particular the challenge of restricted funding being in two separate Divisions as possible tension point to be managed.
- Reviewed brief CPIT plan for year and, subject to a small number of comments, recommended it for Council's approval (consent item, Paper P). The most substantial focus will be climate change; retaining Behind the Bar Codes.
- Reviewed programmatic aspects of the s/g plans: in particular, interesting discussion about how we work successfully with partners on those issues.
- Review of institutional donor pipeline, noting that the voluntary withdrawal agreement with DfID is unlikely to be lifted until the Charity Commission has signed off our completion of the Action Plan. Cost recovery needs more work.

2. Trading Committee 25 February (LJ)

- Many challenges in Trading. Much of the year has been dominated by the safeguarding improvements and monitoring. Council commended Trading and in particular Anne Webb on fantastic job on delivery of all of the Charity Commission objectives by the due dates.
- Evaluating pilot of obtaining DBS checks on all volunteers: paper for July Council for decision.
- Keen to avoid unexpected volatility in Trading: pilot gathering data on leading indicators – aim is to start using data by end of March.
- Staff concerned by proposed restructure, with parts of Trading going into Operations Division.

3. Public Engagement Committee 11 February (AC)

- Supportive of proposed single structure and PE working group to look at strategy – to report to PEC in advance of next meeting to inc investing for the future
- Would like to see accountability for each income stream clearly built into the new structure.
- More work to do around investing for the future.

4. RADG 26 February (KS)

- SEC to take over from Trustee S/g Group in April, with Annie as chair and Caroline and Les as other trustee members. Annie and Caroline will appoint another trustee member and appropriate independents.
- Any trustee with suggested potential members, particularly in ethics area eg from a faith background, please let Judeth know.
- Approved proposal for Board evaluation to be initiated this March.
- Agreed that Andrew Hind would be invited to chair RemCom in place of Caroline.

5. TAFG 25 February (LC)

- Concerns around significant financial disallowances and over 900 outstanding internal audit actions.
- Discussed Charity Commission requirements for reporting serious incidents occurring in our partners. We have made the Commission aware that we are not currently in a position fully to

comply with the requirements re partners and that we cannot comply with the requirements re affiliates.

- Commenced review of TAFG effectiveness: LC to synthesise and socialise the inputs from TAFG members.

Trustee Safeguarding Group (CT)

- Standing item to review progress against the CC action plan: we are on course to deliver against all actions by end-March.
- Where TSG has identified high risk cases, it has undertaken a deep dive and received detailed management report in order to demonstrate proper scrutiny and zero tolerance of inaction.

20/13 MATTERS APPROVED BY CONSENT and INFORMATION PAPERS

Matters approved by consent

- RADG report to Council:
 - Proposed external evaluation of Council effectiveness and OGB compliance with Charity Governance Code;
 - appointment of Caroline Thomson as second trustee on Safeguarding & Ethics Committee and delegation of power to appoint additional trustee member/s
- Outline campaigns & influencing plan 2020/21 ^P

Information Items

Council noted the following papers:

- 2021 Governance Calendar
- PRIVILEGED & CONFIDENTIAL: Charity Commission:
 - Action Plan completion and next steps
 - Assurance given to Charity Commission on behalf of all trustees
- Charity Commission Annual Return 2018/19 including trustee response to new CC question “are the trustees satisfied that [OGB’s] risk management policies and procedures adequately covered activities and spending outside England & Wales?”
- OGB Policy review project status update
- Global Humanitarian Team monthly report: January
- Council Committee Minutes:
 - Programme Committee: 4 December
 - Public Engagement: 11 February
 - Trading: 25 February
 - TAFG: 25 February
 - Trustee Safeguarding Group: 26 November 2019, 28 January 2020; 3 March to follow by email

20/14 ANY OTHER BUSINESS AND DATE OF NEXT MEETING

Council expressed thanks to Alison Hopkinson and Matthew Spencer for whom this is their final Council meeting. In return, Matthew thanked trustees for the level of trust and genuine interaction in the Council room. He acknowledged with gratitude that Trustees keep hold of the need to change at the same time as being careful and considerate.

- Extraordinary meeting (by Zoom) to approve 2020/21 high level resource allocation: TBC for third week in April (see paper A)
- 1 & 2 July, 7 & 8 October
- As mentioned in Dec 2019, we have moved the Dec 2020 meeting by one week: new date 9&10 Dec 2020

Submitted and approved at a meeting held on 1-2 July 2020.



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.....Caroline Thomson, Chair

Minutes: Judeth Neville

The meeting was followed by a brief **Extraordinary General Meeting** for Association Members to amend the charity's Articles of Association, at which the Resolutions set out in **Appendix 2** were passed by unanimous vote of all Association Members present.

Appendix 1: presentation by Sara Pantuliano

- Views biggest problem in next 10 years as crisis of legitimacy for international development sector
- Challenges are global across North & South – digitalisation, backlash on human rights, especially women’s rights. Cannot continue to look at them from narrow development lens.
- In our sphere leadership is changing, different dynamics between high and low income countries and between generations.
- Test different ways of working with others eg helping businesses invest in new areas – support multi-lateral banks to de-risk eg in refugee settings; risk finance and insurance industry; support low and middle income countries to make best use of technology and digital literacy. Eg research shows all manuf’g industries in Kenya will within 15 yrs be replaced by IT in US.
- Helping governments engage with IT challenges will be critical to our social contract.
- Key question esp in humanitarian space is what value we add: does the “humanitarian exception” justify our presence? She believes not – humanitarian has lost its legitimacy. Questioned by governments with an increasing number blocking response. They feel there is Western bias. Progressively local organisations are assuming new centrality but struggle to create genuine partnerships with Northern organisations. ODI have piloted new feedback system in N Iraq – ReliefWatch – on assistance received – the outcomes are humbling to read.
- Need seismic shift in humanitarian system so that it sees itself as having agency not people on the ground. Key issues are who holds the money and power. Critical issue is how success is defined: should be about quality and change we engineer.
- Need to be more honest about what we can offer as opposed to local actors.
- Tendency to believe all local players are happy to become part of the standardised international machine: not true – they have distinctive identity.
- Need to release power -start thinking about how can support and enable, not how can help or give. Move UN and large NGOs away from implementation.
- Capacity & complementarity: what capacity do they/we have – they can understand local context much better than us
- Who we get £ from will also increasingly be to be considered – our accountabilities are always upwards to Northern Governments.
- To make a sense of transition:
 - redefine success away from centrality of thinking and policy leadership of HQ
 - progressively become an enabler
 - help them broker relationships with donors to become direct recipients – perhaps offer fiduciary support eg Finance expertise
 - amplify their voice and surface their priorities
 - have the right staff – prepared to work in different way with youth, civil society, women’s organisations
- Exciting to see important player like Oxfam doing this – we can be an example to others.

Appendix 2: Extraordinary General Meeting Resolutions

1 Ordinary Resolution

The Members of Oxfam, company number 612172, hereby resolve to accept the late notice of a Special Resolution to amend the Articles of Association of Oxfam, company number 612172.

2 Special Resolution

The Members of Oxfam, company number 612172, hereby resolve to amend Articles 4, 5, 11, 18, 21 and 27 of the Articles of Association of the company by the following acts:

Resolutions to amend Article 4

“To add a new Article 4.22 “To process data for archiving purposes in the public interest, scientific or historical research purposes or statistical purposes, which shall be subject to appropriate safeguards for the rights and freedoms of the data subject.””

“To add a new Article 4.23 “To delegate to third parties such powers as are necessary to implement any decision, policy or strategy approved by the Trustees by such means, upon such terms and to such an extent that the Trustees consider necessary and in the best interest of the Charity.””

And

“To re-number the existing Article 4.22 as Article 4.24”

Resolution to amend Article 5

“That the numbers “twelve”, “thirteen” and “fourteen” be replaced by the numbers “fourteen”, “fifteen” and “sixteen”.

Resolution to amending Article 11

“to insert the words “six or” and at the end of the Article add “whichever is the greater” so that the Article reads:

“There is a quorum at a general meeting if the number of members present either in person or by proxy is at least six or half of the total number of members, whichever is the greater.”

Resolution to amending Article 18

“That the numbers “twelve”, “thirteen” and “fourteen” be replaced by the numbers “fourteen”, “fifteen” and “sixteen”.

Resolution to amend Article 21

“To add the following words to the end of Article 21 “or half the total number of Trustees, whichever is the greater.” so that the Article reads:

“The Trustees must hold at least four meetings each year. A quorum at a meeting of the Trustees is six Trustees, or half of the total number of Trustees, whichever is the greater.”

Resolution to amend Article 27

“to add a new Article 27.6 to read “to delegate to the Chief Executive or equivalent position or other Senior managers the day to day management of the Charity by such means, upon such terms and to such an extent that the Trustees consider necessary and in the best interest of the Charity.””

And

“to renumber the existing Article 27.6 as 27.7”