



OXFAM

OXFAM GB COUNCIL OF TRUSTEES

**APPROVED DRAFT Minutes of the Council Meeting
held on Wednesday 1 and Thursday 2 July 2020
by Zoom (due to Covid19 restrictions)**

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 Steward¹
Andrew Hind

Les Campbell (Treasurer)
Lois Jacobs
Nana Afadzinu
Wakkas Khan

Angela Cluff (Deputy Chair)
Tunde Olanrewaju
Annie Hudson²
Nic Cheeseman³

APOLOGIES

Andrew Horton (furlough)
Nicola Tallett

IN ATTENDANCE

Danny Sriskandarajah (Chief Executive)⁴
Kristen Growney (acting CPIT Director)
Alison Hopkinson (Finance & Information Services Director – F&IS)
Clifford Isabelle (Global Safeguarding Director)
Steve Kingstone (Director of Comms)
Tina Proudlock (People Director)
Anne Webb (acting Trading Director)
Peter Haden (interim Head of Retail Transformation)
Fenella Porter (co-Director of Gender Justice)⁵
Saranel Benjamin (co-Director of Gender Justice)⁶

Kate Sayer (Director of Ethics & Integrity)
Matthew Spencer (Strategy Director)
Alison Court (Director of Transformation)
Jane Cunliffe (Chief Finance Officer)
Joss Saunders (General Counsel)⁷
Tim Forster, Unite representative
Judeth Neville (Head of Governance)
Ian Oakley-Smith⁸
Other Programme Committee and TAFG members and staff for particular items as named in Minutes

The meeting on 1 July was preceded by a private development session for Council members and Leadership Team and on 2 July was preceded by a private session for Council members and the CEO and Director of People only.

¹ Item 20/17 onwards

² Item 20/18

³ Except Council Development session

⁴ Item 20/19 onwards

⁵ Items 20/15 to 20/19

⁶ Items 20/22 onwards

⁷ Excluding item 20/19

⁸ Trustee development session and item 20/23 only

20/15 WELCOME, APOLOGIES AND DECLARATION OF ANY CONFLICTS OF INTEREST

The Chair welcomed in particular:

- Tim Forster, a colleague from Global Humanitarian Team attending as representative of Unite the Union and Independent Oxfam Union;
- Jane Cunliffe, Chief Finance Officer from 29 June;
- Peter Haden, previous McKinsey consultant and independent member of Oxfam's Trading Committee, now interim Head of Retail Transformation.

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- all of whom are OI officers).

The Chair noted that this has been an extraordinary period for Oxfam, the LT and staff. People have responded with huge forbearance, working many hours in difficult circumstances, for the benefit of Oxfam. The Chair is enormously proud of what has been achieved to ensure Oxfam emerges stronger and noted thanks from all trustees to each member of LT and staff. The Chair also thanked the trustees involved with the Covid Response Trustee Steering Group meetings and Trading Transformation project.

20/16 MINUTES OF THE PREVIOUS MEETING and ACTIONS ARISING

The Minutes of the meeting on 11 & 12 March 2020 were agreed and signed by the Chair as a complete and accurate record. Actions arising were reviewed: several matters will come to Council in October, having been delayed by Covid and furlough arrangements.

20/17 COUNCIL OVERSIGHT OF COMMITTEE BUSINESS

Trustee Covid Response Steering Group Caroline Thomson

The Group met weekly until 15 June and plans to meet every fortnight from 13 July. Minutes have been circulated.

TAFG 17 June Les Campbell

- Focus on OGB reserves and forecasts, noting similar challenges for OI and other affiliates.
- Members of Internal Audit (IA) team have been on furlough but returned in June. Revised IA plan came to June TAFG.

Public Engagement 9 June Angela Cluff

- Results for April and May are strong, eg regular giving, but as yet uncertain what that means in terms of longer term trends. New information today: legacy income holding up well but new notifications are significantly down which is an important indicator re the pipeline.
- Significant number of staff were furloughed which has prompted new ways of working with increased simplicity, which would hope can be carried through to design of new Division.

Remuneration Committee (RemCom) 18 June Andrew Hind

- David Wreford, partner at HR consultancy Mercer, joined for his first meeting to add value to complex judgements in this area.
- Autumn: Noted that RemComm's terms of reference needed to be reviewed and agreed with Council, to include a focus on, among other subjects, UK pay structures, pay progression and pay market benchmarking.
- Discussed draft Gender Pay Gap report based on 2019 information and to be published 2020. Will for first time include indicative ethnicity pay gap.
- TP confirmed that we have been engaging with Unions, including about their concerns relating to instances of apparent pay discrepancy, and explained that such instances should continue to be raised through normal channels.

Programme Committee 1 July Ken Caldwell

In addition to items on the Council agenda, Programme Committee reviewed:

- Institutional funding: (1) impact on ability to spend on existing contracts during lockdown – delivery rates 25% down in April /May but significantly improving; (2) Probably second wave of

inhibition to programme delivery if another lockdown in programme countries, although funders are being sympathetic; (3) healthy pipeline for rest of year, although Covid part of that remains short of targets.

- Behind the Barcodes: latest annual figures last week, with significant improvements in performance of most supermarkets in their supply chains. We should be hugely proud of this impressive Oxfam achievement.
- Review of Programme- and policy-related risks: internal risks are well represented but felt needed more attention to external environment risks.

Recruitment & Development Group (RADG) 20 May Caroline Thomson

RADG decided that a wide governance review should be undertaken, to be owned and led by the Chair Designate. In addition, the Charity Commission has issued an alert addressed to 600 charities which will include OGB – this will require us to review aspects of governance by the end of 2020.

Council **RESOLVED** to appoint Ken Caldwell as an additional trustee member of RADG, in addition to Caroline Thomson (RADG Chair) and Angela Cluff.

Action

Gender and Ethnicity Pay Gap report: circulate to trustees in advance of publication	TP timing tbc
Send copy Charity Commission Alert to all trustees after this meeting (with plan to HOs before October Council to give assurance of OGB compliance)	JN w/b 6 July

20/18 RISK MITIGATION: SAFEGUARDING Annie Hudson, Clifford Isabelle

• **Safeguarding & Ethics Committee (SEC) Update**

SEC welcomed new independent member Nazir Afzal OBE and is still looking for a member from the Global South.

The last meeting benefitted from a powerful contribution from Oxfam safeguarding focal point in the Yemen.

The Director of Safeguarding now provides monthly report to the Lead Safeguarding Trustee on safeguarding investigations with follow up conversation to enable greater understanding of the issues and challenges, to ensure SEC gets sense of work on the ground, and to ensure trustees are aware of matters covered in the serious incident reports to the CC.

• **Director of Safeguarding 6-monthly report**

Paper 6 was taken as read. CI highlighted that we have now received Phase 3 of the external audit of safeguarding case management, ie all cases 1 April 2019-31 March 2020.

OGB has, along with the rest of the Confederation, adopted a new misconduct case management system. Our external auditors will undertake a further audit in Oct 2020 to ensure the quality of case management remains high as we transition to the new system.

OGB will retain the “Speak Up” whistleblowing telephone lines and email although this will expire in Feb 2021, so a working group is currently considering how it should be replaced, taking into account the “Your Word Counts” research about barriers to reporting. The telephone lines do not work in several of the countries where the system supplier claimed they did.

We have sought the Charity Commission’s assurance that they have no further concerns re our historic reporting: response awaited.

• **Refreshed Safeguarding Strategy 2018-21**

Council debated the proposed Strategy, which had already been scrutinised by SEC, and requested monitoring of outcome-focussed indicators of success which speak not just to activity but to culture change.

Council **APPROVED** the refreshed Safeguarding Strategy 2018-21.

Action

Outcome-focussed safeguarding success indicators to be established	CI to make recommendation to Sept/November SEC
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20/19 COVID-19: EXPLORATION OF OXFAM'S EXTERNAL RESPONSE Matthew Spencer, Nigel Timmins OI Director of Global Humanitarian Team (GHT)

NT gave a presentation outlining in particular:

- With our partners we have reached nearly 4.5m people particularly in Asia and Middle East & North Africa (these being the main focus regions because of funding considerations).
- Approx Euro 20m of new secured funding and Euro 6.5m existing funding repurposed to Covid response. Pipeline of likely and probable grants is cEuro 70m.
- Catfund⁹ allocation was made of £1m. OGB today has confirmed a further £0.5m release to the Catfund.
- Innovative ways of working, inc pre financing of water ATMs and remote support for victims of gender violence; use of community perception tracker app (part of ICT for development work) - started with £22k of seed funding from OGB; key future area of cash distributions.
- Strong media and online coverage of advocacy work in particular the Dignity not Destitution report, debt cancellation and work on People's Vaccine.
- Real time review (always completed within 6-8 weeks of any Cat1 or Cat2 declaration) indicates a huge amount of work has gone into the response from all staff, who feel very proud of their responses despite all the difficulties. The organisation is adapting and learning new ways of working. People now want to slow down and be more thoughtful, less reactive.
- Key enablers include Oxfam's added value: we are valued as a multi-mandated organisation and stronger when we use country experience and evidence to inform the global approach.
- Key blockers have included lack of funding, particularly unrestricted, which erodes capacity, adversely affects leverage for institutional funding and impacts negatively on the entire response.
- Safeguarding successes included having a safeguarding representative in the Global Task Force to ensure timely liaison with the Global Shared Service.

Trustee comments and queries included:

- Is there any discussion between NGOs, especially those with similar approaches or expertise, to agree who might prioritise particular geographies? Has been positive level of NGO collaboration but all with the same issue of lack of funding.
- Economic and livelihood impacts may be a more important long-term consideration for the Global South than the health impacts. Is there a case for more campaigning about this?
- Longer term agenda is we need to go back to consider where funding will come from: real solution in medium term is better tax base, eg on digital business, wealth and in the countries concerned.

The Chair noted congratulations on behalf of Council on the positive response, recognising the challenges and acknowledging the staff pride.

Actions

OGB contribution to Covid response via Catfund and otherwise: scrutinise amount of contribution and whether an additional contribution should and could be made	JC, RC, TAFG: for Sept TAFG meeting
Safeguarding in Covid country programmes: review status with GHT and report back to Safeguarding Lead Trustee	CI, to report to Annie Hudson/ SEC in September

20/20 OXFAM INTERNATIONAL (OI) CONFEDERATION UPDATE Danny Sriskandarajah, Alison Court

The CEO made a presentation outlining the model agreed by OI Executive Board (EB) this week and setting out the EB resolution (**Appendix 1**). The resolution aims for a “steady state” (rather than “end goal”) of key global business support functions and relevant shared services being harmonised across the Confederation and agreed to establish a single global business support unit to consolidate the work of the 3 large Executing Affiliates (EAs) (OGB, Oxfam Netherlands [Novib] and Oxfam Spain [Intermon]) within OI.

⁹ The Catfund is a common fund to which 8 affiliates contribute via their own appeals (after covering affiliate fundraising costs)

There is a commitment to move towards building the EA Unit and then the steady state as quickly as possible, with agreed stage gates to be negotiated

The fair sharing of EA cost will be phased: this will mean that some parts of the Confederation will be asked to pay more. Until then, the current costs of the EA function will remain with each individual EA: ie cost savings for OGB will not manifest for at least 1-2 years. (The slide showing potential cost savings is illustrative at this stage.)

The Trustee Steering Group, along with the Chair of the Programme Committee, scrutinised the proposals last week alongside the trustee assurance questions they had set and had concluded the proposals represented a significant step forward from current arrangements.

The Unite representative asked whether it had been considered what mechanism there should be for staff representation within the EA Unit structure. The OGB Unions would also be interested in developing links with country staff associations. DS confirmed that the Unit will organise itself on a regional basis and that there will be feedback loops to countries: it was important that the Unit be properly accountable. We will design for how staff, especially country teams, should be involved

Council RESOLVED:

- to note the Board of Supervisors and EB resolutions of June and July 2020 and endorse the principles and aims they set out, in particular the “steady state” and “intermediate steps” for Oxfam global business support functions and the importance of agreed stage gates and timetable for moving from one phase to the next in the development of the single global business support unit (the EA Unit);
- to approve the establishment by OGB, with Novib and Intermon, of the EA Unit to consolidate the work of these EAs within OI;
- to delegate to the Honorary Officers the approval of:
 - o a more detailed design of the EA Unit, including costs of establishing the same and the savings to be delivered, in line with the key elements set out in the EB resolution, and to assure themselves that OGB retains sufficient oversight and assurance mechanisms, and of
 - o any legal agreements required to establish the EA Unit, including its Service Level Agreement,for final review and approval by Council at the next Council meeting after HO approval; and
- to note that formal accountability of the EA Unit to OGB will be through reporting to and monitoring by TAFG.

20/21 OGB’s WORK ON RACIAL JUSTICE Danny Sriskandarajah joined by Vaneer Parthipan, Bryony Timms

The CEO outlined concerns over several years about racism within charities (as highlighted by #Charity So White) and Oxfam specifically, along with imbalances of power that still exist within Oxfam structures. LT are keen to use this moment to build the Oxfam we want and to establish sustainable change.

Vaneer gave a powerful presentation of her reflections on work on race within OGB:

- She has witnessed previous organisational attempts to improve which have not resulted in lasting change and hopes that impetus built up over the last 18 months will be the start of sustainable change.
- The Independent Commission report enabled staff to speak up about the challenges.
- Council now have opportunity to embody change and ensure it is lasting within the organisation.
- She has not seen leaders displaying empathy of what it means to be BAME within the organisation, undertaking self-reflection and trying to embody and enable change, with real actions.

The Chair on behalf of Council acknowledged the remarkable work being done by the BAME Group, despite the challenges of furlough and workload, and thanked Vaneer for her powerful testimony. Trustees acknowledged that the work still to be done on race will be difficult and noted their appreciation of the focus it is being given. The Chair noted that Trustees are committed to learning about the challenges and supporting improvement. Trustees expressed support and encouragement for the work done and challenged LT to move forward, beyond what has already been done.

The CEO recognised the real prize is allyship and consciousness of moving forward together to promote diversity in all its forms, including race. This work needs to be seen as a partnership internally – between our BAME community, the wider staff body, leadership team and Trustees. We need to continue to challenge oppressive behaviours where they occur and to shape a Confederation that is more true to our objectives.

Council **AGREED** that all Trustees would participate in a series of consciousness-raising, reflection and training sessions around race beginning at the October Council meeting. The aim is to support Trustees to develop a greater understanding of the challenges and enable them best to contribute to efforts to change Oxfam’s culture.

Action

<p>Develop proposed Trustee development plan for Trustee feedback, and first session, at October Council. (First session may be bias training. Inclusion of reverse mentoring would be welcome.)</p>	<p>TP, Bryony Timms, JN – for October Council</p>
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20/22 MANAGEMENT UPDATE

The management update was given by the CEO and Director of People in the trustee private session preceding this meeting.

Anne Webb and Peter Haden gave an update on the phased reopening of retail shops. The Chair noted thanks on behalf of Council to all retail managers, deputy managers and volunteers, and the wider Trading team, for their work to re-open the shops, noting how central this is to Oxfam’s financial position.

20/23 FINANCE UPDATE: THREE-YEAR FINANCIAL SHAPE WITH CURRENT FINANCIAL UPDATE Ali Hopkinson, Ramon Campabadal, Lizzie Williams¹⁰

AHop and RC presented the financial update in Paper 9, highlighting the decision process, inputs, assumptions, and underlying risks and opportunities. The main headlines of the three-year shape are:

- Following a difficult 2020/21 for which the budget was approved by Council in June, OGB faces another financially challenging year in 2021/22 as change costs will arise and all savings will not yet be delivered.
- OGB will reach a more financially healthy situation with £29m reserves at the end of 2022/23, allowing the organisation to begin to have choices for allocating funds to countries, innovation and financial sustainability (including, in due course, repayment to Future Impact Fund in accordance with Council’s commitment in May “to replenish the Fund in due course to the fullest extent possible”).
- There are significant risks in this period, in particular the impact of any new lockdown situation in the evolution of Trading contribution and the evolution of decisions in the Confederation re its model, the change costs needed and the final cost shape.
- The figures presented do not show:
 - Final impact of strategy, with eventual investments and decisions on resource allocation – to bring to Council in October
 - Changes in the Confederation model (EA role, programme support) - to be agreed as Confederation moves ahead with its decision making

Trustee & TAFG member comments and queries:

- The Treasurer noted that Trustees need to be comfortable with the rate of projected reserves increase from £14m in 2020/21 to £29m in 2022/23. Once we are through the significant financial challenge of the current year it will be important to re-assess OGB’s reserves policy.
- Is the 36% reduction in restricted income as result of country programme reduction – and if so can we aim to do more in the remaining countries? JP noted that more modelling needs to be done on restricted income noting that we are ambitious to contract for the “right” funds.

Council **APPROVED** the outline three-year financial framework on the basis that one of the success measures to be developed should be a forecast transfer of resources and unrestricted expenditure from UK to regions, country programmes and partners.

¹⁰ The independent members of TAFG, Sue Cordingley and Andy Parsons, attended for this item.

Action

3 year shape for October Council: <ul style="list-style-type: none"> • Include final impact of strategy, with eventual investments and decisions on resource allocation • include success measure around forecast transfer of resources and unrestricted expenditure to Global South • provide more detail and sensitivity analyses, with combination of realistic upsides and downsides 	JC, RC – October Council
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20/24 ACCOUNTABILITY: proposed strategic objectives 2020-25**Alison Court, Matthew Spencer, joined by Suzy Alder**

Paper 10 sought early input from Trustees to guide and shape the development of strategic and supporting objectives, noting that we expect to iterate this work, along with our three year financial strategy and plan, to ensure our ambitions match the availability of resources and to be able to give focus and clarity to the organisation over the medium term.

MS outlined the evolution in 2019 of the “Radical Impact” strategy (which aims to support the just recovery of the global economy and to continue to work in the most fragile places in our world) and AC outlined the process for development of the first iteration of objectives and proposed key milestones

Trustees gave feedback on the proposed objectives, noting that a revised version will come to October Council for approval. Feedback included that there is an inherent tension in partner-led programming between enabling partners to drive change and need for assurance requirements. JP noted that we need to invest in how we are effective as partner organisation – perceived as enabler, with a mutual understanding of principles and enabling conversation with and leadership by partners.

Action:

Next iteration of corporate objectives, along with proposed accompanying KPIs, to Council – to sit alongside proposed three year financial plan	AC October Council
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20/25 MATTERS APPROVED BY CONSENT and INFORMATION PAPERS**Matters approved by consent**

- De-designation of Future Impact Fund: change to effective date
- Revised Committee Terms of Reference (ToR):
 - Safeguarding & Ethics Committee SEC
 - Rem Comm
 - RADG
- Revised Safeguarding & Ethics policies recommended for approval by SEC 10 June 2020:
 - Serious Incident Reporting Standard Operating Procedure
 - Reporting Misconduct Standard Operating Procedure
 - Survivor Policy
 - Ethics & Compliance Policy
 - Whistleblowing Policy

Information Items

Council noted the following papers:

- OI Covid Response Executive Summary and Full Report, June 2020
- International Programme Team report to Council
- “Evolving our Culture” Tina Proudlock presentation to March 2020 Council
- OGB’s work and commitments on race
- Post Covid Scenarios
- Confidential & Privileged: Charity Commission Update
- Council Committee Minutes:
 - TAFG 25 Feb (amended May), 4 April, 27 May
 - TSG 3 March and SEC 8 April, 10 June 2020

- To follow: Programme Committee 11 March and TAFG 17 June (emailed on 10 July); PEC 9 June

20/26 ANY OTHER BUSINESS AND DATE OF NEXT MEETING

SEC ToR: Andrew Hind has proposed further revisions to the ToR which it would be beneficial to incorporate before October Council. We will check these with Annie Hudson and then circulate for email approval.

Council and the CEO expressed thanks to Alison Hopkinson and Matthew Spencer for whom this is their final Council meeting, along with gratitude for their invaluable contributions to Oxfam and agreeing to stay to assist its recent efforts.

Council also expressed thanks to Katy Steward who has been a tower of strength to the Trustees, adding extra dimension to the way in which Council works and its manner and tone, with valuable insights into appointments and how the culture should change.

Katy noted that it had been a privilege to work with Oxfam, acknowledging in particular its work with women, the presence of justice in how it does what it does, and work with Council.

Next Meetings:

- Tbc September teleconference
- 7 & 8 October

Submitted and approved at a meeting held on 7 & 8 October 2020.

.....Caroline Thomson, Chair

Minutes: Judeth Neville, 2 July 2020

Appendix 1: EB Resolution

The Executive Board

- approves as ‘steady state’ an operational model where key global business support functions and relevant shared services are harmonised across the Confederation;
- approves that, in this ‘steady state’, all Affiliates are PAs and will rely on OI to manage and support presence in those countries, mostly fragile, that have not transitioned to Affiliate status, by hosting an efficient and effective EA function;
- renews its commitment, in any model and transition phase, to measurably shift resources and capacity to the global south;
- approves, as an intermediate step towards the ‘steady state’, the establishment of a single global business support unit that consolidates the work of the 3 large EAs (OGB, ONL and OES) within OI;
- delegates the preparation of a more detailed design of the joined-up global business support unit to OGB, OES and ONL (together with the OIS), in line with the key elements set out in this resolution and in coordination with PAs, Countries & Regions, for final review by the EB; and
- delegates to the EB Operations Committee (EBOC) the authority to develop any legal agreements required to establish the unit on behalf of Oxfam International, ensuring consultation as appropriate with all key stakeholders ahead of final review by the EB.