



OXFAM GB COUNCIL OF TRUSTEES
DRAFT Minutes of the Council Meeting
held on 7 and 8 October 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)	Les Campbell (Treasurer)	Angela Cluff (Deputy Chair)
Ken Caldwell	Lois Jacobs	Tunde Olanrewaju
Nana Afadzinu	Annie Hudson	Andrew Hind
Wakkas Khan ¹	Nic Cheeseman	

APOLOGIES

Andrew Horton (furlough)	Fenella Porter	Kate Sayer
--------------------------	----------------	------------

IN ATTENDANCE

Charles Gurassa (Chair elect)	Jane Cunliffe (Chief Finance Officer)
Danny Sriskandarajah (Chief Executive)	Alison Court (Director of Transformation)
Kristen Growney (acting CPIT Director)	Nicola Tallett (Director of Public Engagement)
Clifford Isabelle (Global Safeguarding Director) ²	Sophie Brill, Independent Oxfam Union representative
Steve Kingstone (Director of Comms)	Judeth Neville (Head of Governance)
Tina Proudlock (People Director)	Andy Parsons, independent TAFG member ³
Anne Webb (acting Trading Director)	Staff for particular items as named in Minutes
Peter Haden (interim Head of Retail Transformation)	
Saranel Benjamin (co-Director of Gender Justice)	
John Plastow (Director of International Programme)	

The meeting on 7 October was preceded by a private development session for Council members and the Chair elect on anti-racism: a careful and thought-provoking session. The meeting on 8 October was preceded by a private session for Council members, Chair elect and the CEO only.

¹ Except for items 20/28 and 20/30

² Items 20/29 and /30 only

³ For first part of item 20/33 only

20/27 WELCOME, APOLOGIES AND DECLARATION OF ANY CONFLICTS OF INTEREST

The Chair welcomed in particular:

- Charles Gurassa, incoming Chair, to his first Council meeting;
- Sophie Brill, Chair of Independent Oxfam Union, attending Council for the first time as staff representative.

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).

20/28 RETAIL STRATEGY: Lois Jacobs, Peter Haden, Anne Webb

The Chair welcomed Lorraine Needham-Reid, Wastesaver site manager and Unite rep, outlined the importance of the proposed Strategy and thanked Lois Jacobs for her role in supporting the Trading Leadership Team in its development. Lois noted thanks to McKinseys for the extensive pro bono support provided to Trading both when Covid began to impact and in relation to the proposed Strategy.

Lois introduced the proposed Strategy, recording that her only concerns are that Oxfam is able to retain dedicated focus as we move to implementation phase and to preserve the investment identified.

Anne outlined the background to the Strategy. Peter made a detailed presentation, noting that the Strategy has been developed both to respond to Covid and to shift our trajectory after c5 years when we have not performed as well as some other charity retailers. There are four themes:

- Rebuilding shop teams
- Rebuilding volunteer base
- Rebuilding online (at 10x scale)
- Refining our business model

Organisational implications: Anne noted that to deliver on the Strategy, we will need additional leadership and a rigorous approach to implementation governance. We propose a Retail Transformation Steering Group with 12 workstreams, with proposed Retail Director reporting to the Chief Support Officer and a requirement for change resource / additional roles over the next 2 years in particular.

Other SLT members (Danny, Tina and Jane) confirmed their support for the proposed Strategy.

After considerable discussion, Council **APPROVED** the Retail Strategy as set out in the paper, subject to further staff engagement in relation to proposed changes to the business model as discussed during the meeting.

Action

Bring to Council proposed KPIs to measure progress of success of the Strategy	Peter Haden December Council
--	---

20/29 MINUTES OF THE PREVIOUS MEETING and ACTIONS ARISING: Caroline Thomson

The Minutes of the meeting on 1 & 2 July 2020 were agreed and signed by the Chair as a complete and accurate record. Actions arising were reviewed: action 35/19 re aid diversion is wrongly shown as complete.

Action

Action 35/19: aid diversion update to be presented to future Council meeting	Kate Sayer Date tbc: possibly March 2021
Report to SEC in November and then Council in December re safeguarding in humanitarian responses and re work to ensure people feel safe to report	Clifford Isabelle November SEC, December Council

20/30 COUNCIL OVERSIGHT OF COMMITTEE BUSINESS⁴: Chairs of Council Committees

Programme Committee 7 October Ken Caldwell

- Covid impacts and Oxfam response
It is becoming apparent that economic impact is greater than feared around developing world, with majority in informal jobs with no job security. Likelihood of up to 500m people being pushed back into absolute poverty this coming year, reversing 10 years of progress.
Nearly every Oxfam programme around world has mounted a response reaching millions of people.
Good progress on peoples vaccine and debt relief campaigning but more to do.
Joined by Philippines Country Director with critical plea for what is required to enable an innovative country programme – the small amount of flexible funding (5% of her total) is key.
We have not yet carved our clear sense of Oxfam’s distinctive role: for discussion with Oxfam colleagues over next months.
- Initial thinking on decolonisation
- Institutional funding update
- Progress on formation of Impact, Transform and Engagement Divisions, recognising that there are transition risks in all of these.

TAFG 29 Sept Les Campbell

- Financial figures in 3 year plan
- Internal audit
- Forthcoming governance review to understand where oversight of internal audit should sit: eg Trading to have some view of internal audit while still escalated to TAFG.

Public Engagement 8 Sept Angela Cluff

- PE Strategy to come to future Council and is likely to require investment.

Trading Committee 23 Sept Lois Jacobs

- No separate update: strategy and finance are covered elsewhere.

Safeguarding & Ethics Committee 10 Sept Annie Hudson

- More information now coming forward on HR, anti-corruption and safeguarding trends. There has been a recent decline in reporting which is of concern but to be expected due to Covid. High level of concern that investigators are not able to conduct investigations in country, which we are mitigating as best we can.
- Trustees noted the quarterly report on Serious Incident Reports submitted to the Charity Commission on their behalf.

Action

Internal audit: report to November TAFG and December Council	SLT, led by Danny TAFG November, Council December
SEC to have summary of steps being taken to understand how people can feel safe to report misconduct	Clifford Isabelle, Kate Sayer SEC November Council December

20/31 CEO & DIVISIONAL REPORTS: Danny Sriskandarajah

⁴ RADG 25 September: covered in governance review item

The paper was taken as read. Trustees noted in particular the impact of the Behind the Barcodes work on the position of Lidl and expressed thanks and congratulation to the team involved. Verbal updates including as follows:

Change process: Tina Proudlock (TP)

TP made a presentation outlining the process and outcomes of the change process, noting that we are doing everything reasonably possible to avoid redundancies. The diversity & inclusion champions initiative has been impactful and well received. We plan to run a diversity analysis at the end of October for publication in November.

This has been a particularly challenging and long-running change process, with impacts on staff morale. Sophie outlined the steps taken in relation to staff welfare throughout the process.

Sophie on behalf of the joint Unions noted that due to the extent of the change process and need to save costs, we have had to make greater cuts than some people feel comfortable with. There has been greater level of anxiety due to remote working and the economic outlook. The agreement to allow disengagement was a good one, although took Unions a long time to secure agreement to that. The Unions recognise big shift in the approach HR have taken: they have worked very hard and are seen to take more considerate and agile approach, thinking through problems with staff to achieve right solutions. HR and managers have taken time to recognise people's contribution and make them feel valued. D&I champions are a good innovation and have identified poor practices, so a good accountability mechanism, although some learnings around their remit.

Trustees noted congratulations to TP and the team for delivering this degree of change in a relatively short period of time.

Trustee comments included:

- How will we systematically work through next layers of leadership to compare skills needed for roles people are now in?
- How will we hear the voice of the Global South in the culture discussions in the UK?
- Processes: can we identify and prioritise the 3-5 business processes that really must work well in OGB and Confederation to deliver the strategy? TP confirmed she and JC have a target to identify key processes: the first are in Trading.

Action

Directors and other strategic leads: report to Council for assurance as to capacity and capabilities	TP for Council Timing tbc
---	--------------------------------------

Organisational change: next steps: TP

TP also outlined work to follow on culture, with a project already underway (Transformation Accelerator – TRAC) to accelerate this over the next six months. Purpose of the project is to understand how we organise and govern ourselves and how to enable the teams to deliver the new Strategy and the culture we want to see, facilitating across the Divisions to assist with activities and culture – offering team and individual support for behaviours and ways of working. This will be within the Transformation remit, with a TRAC team to deliver. We have been developing a culture measurement tool so that we have indicators of success of this work.

Confederation transition: Danny Sriskandarajah

DS summarised the following areas:

- OI Secretariat: ongoing change process, with debate about the “value add” of the Secretariat in our Confederation
- Financial formulae for collectivised funding: what do we want to collectivise and how do we want to assess the contributions?
- OI governance reform
- EA joint venture unit.

20/32 PERSPECTIVES AND VIEWS FROM COUNTRIES & REGIONS: Lydia Zigomo, HECA Regional Director

Council debated a number of topics with Lydia, including decolonisation, partner engagement solutions and the importance of technology changes in enabling breakdown of barriers between OGB and partners and linking people directly with power and influence.

Lydia encouraged leadership from OGB in supporting the shaping of Confederation thinking on the approach to fragility approach and how in fragile countries we can achieve impact at scale.

20/33 OXFAM GB STRATEGIC VISION AND HIGH LEVEL PLAN

1. Proposed Strategic Vision “For a radically better world”: Danny Sriskandarajah

DS outlined the background to development of the Vision, noting in particular we focus on the right to thrive not just to survive, and presented the elements of the Vision for Council feedback with focus on:

- Focusing on where we can make the most radical difference: working in the toughest places on earth, and challenging the inequalities that drive poverty
- Working in partnership with local communities and organisations supporting them with resources they need to drive their own change
- Growing a global network that actively shifts spending and decision power to the global South.
- Bringing together people in Britain who feel part of a global community, to help raise vital funds and to shape how they take action.
- Crucially, we must keep reflecting on the role of organisations like Oxfam in today’s world – pushing forward progress on vital issues in the wider sector including how to improve safeguarding, how we transform behaviours and structures to be truly anti-racist, and how we decolonise the way that aid is both funded and delivered.

The Strategy defines:

- Our vision: we believe in a kinder and radically better world where everyone has the power to thrive not just survive
- Our mission: to achieve this, we must overcome poverty by fighting the injustices and inequalities that fuel it
- Our values – the things that matter most to us: inclusivity, empowerment and accountability.

All of these elements map into our 2020/21 corporate objectives.

Council noted that the Oxfam International Global Strategic Framework 2020-2030 articulates six values (the 3 we have and 3 others: equality, solidarity, courage). DS noted that at OI EB level it had been agreed that the GSF did not need to be replicated in each part of the Confederation as long as there was sufficient alignment and read-across. We are confident we have achieved sufficient complementarity. OGB did not have the opportunity in the timeframe to interrogate the values in order to add the other 3.

Trustee comments included:

- Partnerships should reflect equitable interdependent system, ie knowledge from Global South to North.
- Should include reference to knowledge, insight, expertise, bringing evidence to bear.
- Will an outcome be that we can frame corporate objectives in an externally focussed way, that we could then use to frame our Annual Report? This would allow us to report transparently on impact and areas where we are doing less well.

Council **APPROVED** the Strategy subject to the executive making revisions in line with the Council debate.

2. Strategic Priorities, high level milestones, risks and Key Performance Indicators (KPIs) 2020-23: Alison Court, Mary Fetigan

AC gave a presentation showing how we have built out the Strategy into high level priorities and milestones, aligning accountability across the new SLT, recognising where there is still work to do.

Precise timelines for high level milestones are not yet stated. We expect that with further detailed operational planning, some of the milestones will become due for delivery later than is currently shown.

Mary Fetigan spoke to key opportunities and risks, along with the corporate risk register circulated with the papers.

Trustee comments included:

- Much of description is focussed on the “how” we will do things differently; would benefit with more on “what” we will deliver and on the outputs and outcomes for communities.
- Indicators: find way to monitor dialogue with and accountability to partners as part of dashboard.
- Emerging set of KPIs: for governance purposes would prefer 5-10 headline KPIs, even if have many more for management purposes.
- Should avoid the risk of reviewing activities not outcomes: where do we want to be in 6 months, a year – and what do we therefore expect to see as outcomes at that stage? Cascades into dashboard.
- Milestones – what will the reporting back to Council look like? Proposal for Planning and Performance Assurance Framework to come to December Council.
- Are there opportunities to create “pull” mechanisms eg find ways to invite colleagues and partners to stretch us, eg via public commitments that we then must honour, in addition to the “push” mechanisms we describe. DS good to have peer review system or perhaps establish a partner panel, to greatly improvement quality of measurement and oversight.

Council NOTES the strategic direction and asked the executive to incorporate Trustees’ feedback, develop and implement the initial set of metrics, acknowledging that the executive should have the opportunity to iterate as time progresses

3. Proposed three year financial plan 2020/21-2022/23: Jane Cunliffe, Ramon Campabadal

JC introduced the plan, noting that we have a higher degree of confidence of its accuracy than for the financial shape in in July. RC presented risks and opportunities as set out in the papers, noting that this work has been conducted in a very challenging environment, as we are in the middle of the Transition Process implementation, with some finance and budget holders’ teams impacted and with high level of volatility and uncertainty due to the COVID19 pandemic. However, we are also seeing promising results in the first 5 months of the year.

After discussion, Council NOTED the proposed three-year plan, requesting a revised plan for December Council having done more work on country reforecasts, Trading results, Y4 forecasts and short- term contingency options.

In the meantime, JC will bring a formal update to the Honorary Officers’ meeting on 4 November [now 3 November] of progress against forecasts. Any trustee who would like to join the Honorary Officers meeting is welcome to do so.

20/34 GOVERNANCE

4. Oxfam GB Governance Review: Judeth Neville

JN outlined the background to the proposed governance review and the split between parts to be conducted by external consultants as opposed to those to be led by the Legal & Governance Team. Council **APPROVED** the revised terms of reference which were tabled showing changes proposed by Andrew Hind.

5. Oxfam International Governance Reform: Danny Sriskandarajah, Joss Saunders

JS briefly presented highlights from the paper, noting that Council had authorised the Chair to approve the new (OI) constitution in March. The process was delayed, but now returns to the Board of Supervisors for approval at its October meeting. Further consultation since March has led to some changes, but not on the core elements.

Independent legal advice confirms that it is within OGB Trustees' authority to approve the new constitution.

After discussion, Council:

- **RESOLVED** that it is in OGB's best interests to replace the current OI model whereby decision making is made by the Executive Board and Board of Supervisors with a new model with a competency based Board, an Affiliate Business Meeting to agree constitutional changes, and an Assembly every 2 years to ensure that external stakeholder voices are heard in strategic questions;
- **AUTHORISED** the Chair to approve the new constitution(as approved by Council in March 2020) and **DELEGATED** to him discretion on the four options highlighted in bold within the paper; and
- **AUTHORISED** the Honorary Officers, if the constitution is approved, to make submissions in the consultation on the Rules of Procedure between October and December, with a report back to Council in December.

20/35 MATTERS APPROVED BY CONSENT and INFORMATION PAPERS

Matters approved by consent

Scheme of delegated duties (subject to revisions circulated in Head of Governance email 6 October 2020): Council noted that the Scheme of delegated duties had been subject to review by individual trustees with expertise in governance and by the Recruitment and Development Group and had been recommended to Council. As the Chair had received no indication from other trustees that they wished to have a substantive discussion on the content of the Scheme, Council approved the Scheme without further discussion.

Safeguarding & Ethics Committee terms of reference

Serious Incident Reporting Standard Operating Procedure

SEIFF: resolution to change company name to Oxfam Advisory Services Ltd

Governance: Chair and Safeguarding & Ethics Committee appointments

Information Items

Council noted the following papers:

Trustee reappointments at 2020 AGM

Covid response: Real Time Review Global Narrative Report June 2020

Financial resilience update for TAFG

Annual health & safety report (coming to December Council as substantive item)

Minutes/approved draft minutes of Council Committees:

- Programme Committee 1 July 2020
- Trustee Audit and Finance Group 29 September 2020
- Public Engagement Committee 8 September 2020
- Trading Committee 4 September 2020
- Safeguarding & Ethics Committee 10 September 2020

Trustee Code of Conduct annual report

20/36 ANY OTHER BUSINESS AND DATE OF NEXT MEETING

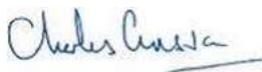
Council and the CEO expressed thanks to Andrew Horton, Anne Webb and Nicola Tallett for whom this is their final Council meeting,

Next Meetings:

7 December (by Zoom): short meeting to approve Annual Report & Accounts 2019-20

16 & 17 December (likely to be by Zoom)

Submitted and approved at a meeting held on 17 December 2020.



.....Charles Gurassa, Chair

Minutes: Judeth Neville, 8 Oct 2020