



OXFAM

OXFAM GB COUNCIL OF TRUSTEES

**DRAFT/Minutes of the Council Meeting
held on Wednesday 3 October 2018
1.30-3.50pm**

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)
Angela Cluff
Katy Steward

Kul Gautam
Lois Jacobs
Gavin Stewart (Vice Chair)

Nic Cheeseman
Lidy Nacpil
Steve Walton (Treasurer)

APOLOGIES

Ken Caldwell

Wakkas Khan

Tunde Olanrewaju¹

IN ATTENDANCE

Mark Goldring (Chief Executive)²
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 Spencer (Campaigns, Policy & Influencing Director)
Steve Kingstone (Comms Director)³

Danny Sriskandarajah (CEO designate)
Joss Saunders (General Counsel, Company Secretary)
Richard Stanforth, co-Chair Unite Union⁴
Judeth Neville (Head of Governance, Minutes)

C87/18 WELCOME

The Chair welcomed Danny Sriskandarajah and Steve Kingstone to their first Council meeting and also welcomed Richard Stanforth, Unite co-chair attending as staff observer pending approval of a longer term solution for a staff observer at Council (on the agenda today).

C88/18 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).

C89/18 MINUTES OF THE PREVIOUS MEETING and ACTIONS ARISING

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

¹ Tunde attended parts of the meeting by telephone, but intermittently due to connection issues.

² Absent for part of item C92/18 as attending to urgent matters relating to DEC appeal.

³ Absent for items C92/18 onwards as attending to urgent matters relating to DEC appeal.

⁴ Absent for item C91/18 which was within the scope of legal professional privilege

Paper B was taken as read. All amber RAG rated items are self-explanatory.

C90/18 CEO UPDATE: INDONESIA AND DISASTERS EMERGENCY COMMITTEE (DEC) APPEAL (Mark Goldring, Jon Mitchell)

JM updated Council on the impact of the earthquake and tsunami in Indonesia last week. Oxfam sent a team to Makassar earlier this week following an Indonesian government request for international assistance. We are initially targeting 500,000 people with a response focussing on water and sanitation and working with local partners.

Three criteria must be met for DEC to proceed with an appeal:

- Scale of emergency
- Scale of planned response
- Public awareness

The DEC appeal should launch on 4 October although it is expected to be relatively small-scale. We are therefore postponing the publication of OGB's Annual Report & Accounts, which had been planned for 4 October, until later in October.

C91/18 SAFEGUARDING AND CHARITY COMMISSION (CC) UPDATE (Caroline Thomson, Mark Goldring, Judeth Neville, Steve Kingstone)

Papers C-E were taken as read.

CT reported that the Trustee Safeguarding Group meets monthly and monitors management progress against the agreed safeguarding and related culture change actions. Some new advisors have joined the Safeguarding Team and recruitment is ongoing: it is currently difficult to recruit safeguarding staff, in particular for training and awareness raising in the Regions.

Council were briefly updated on the other ongoing work:

- the Independent High-Level Commission on Sexual Misconduct, Accountability and Culture Change established by OI is expected to publish its interim report in November;
- OGB and Confederation-wide work on culture and employee lifecycle;
- update on the Confederation 10 Point Plan to be published later this month;
- all Confederation staff have received Code of Conduct training and will have received safeguarding e-learning by the end of this month.

The remainder of this item was subject to legal advice privilege: minutes are in confidential Appendix 1.

C92/18 RISK REVIEW

1. Risk Vision and Strategy and Strategic Risk Register (Alison Hopkinson)

AHop briefly outlined the highlights of the new approach, as set out in Papers F and G, noting in particular that:

- LT and TAFG have endorsed the Vision and Strategy, and the direction of travel represented by the proposed Strategic Risk Register;
- we have established a Strategic Risk Insight Group which, when operational, will meet monthly to horizon scan strategic risks;
- operationally, risks have been driven down to senior and middle management to ensure assurance mapping in each Division. All Divisional assurance maps will be in place by the end of 2018;
- quarterly divisional assurance reports will give high level reporting to LT and Council, allowing monitoring of any risks or management actions which are trending off track;
- the Strategic Risk Register, completed with management actions and proposed risk appetite, will come to Council in December 2018, with quarterly risk & assurance reports thereafter.

Council **APPROVED** the Risk Vision and Strategy.

2. OI-related risks flagged in PwC management letter (S Walton)

- NC noted that there have also been serious concerns raised at Programme Committee about OI and other affiliate programme governance, which may be more discussion than scrutiny.
- SW noted a need to conduct a deep dive into other risk areas such as counter-fraud, aid diversion and security.
- MG intends to raise at next ED and BoS meeting because also raised by Treasurer of OI.
- JM also noted serious concern re needing to find right balance between intellectual leadership and compliance & delivery, which pre-dates the Oxfam 2020 shift. JM has taken this on as immediate

priority and has established a team which focuses entirely on ensuring compliance with grants and programmes around the world and to implement the Drive/Root causes project.

<p>ACTION:</p> <ul style="list-style-type: none"> • Add Strategic Risk Register and item re effectiveness of Programme delivery to December 2018 Council agenda. • Report back to December 2018 Council on discussions at OI October meetings. 	<p>JN, December 2018</p> <p>CT, MG: December 2018</p>
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C93/18 COUNCIL OVERSIGHT OF COMMITTEE BUSINESS

1. RADG (Katy Steward)

- KS reported on the status of recruitment of a Treasurer designate to take over from Steve Walton from October 2019, including the names and brief details of the candidates who have been invited for interview on 25 October. We have a strong field and are confident of making a good appointment.
- Ongoing RADG business includes recruitment of a new Trustee to replace Kul Gautam, considering an action plan to implement the recommendations of the March 2018 governance review (to come to December Council) and advising the Chair on the scope and methodology of a proposed further governance review.

2. Fundraising Committee 20 September (Angela Cluff)

- Council congratulated Nicola Tallett and the Fundraising/Public Engagement Team for the Q1 and 2 results, noting that y/e targets will nonetheless be challenging.
- The new people structure after the change process comes into effect on 5 November.
- Some longstanding compliance issues include two unsigned corporate partner contracts. We have now stated that, if the new contracts are not signed by end-October, we will terminate the two relationships.

3. Programme Committee 3 October (Kul Gautam)

- PC reviewed OI's country mapping exercise, which considers where Oxfam should continue to have presence. It was considered that OI's Programme Group would benefit from input from OGB and the PC: for example, about Oxfam ceasing to have a presence in some of the poorest countries.
- Institutional funding update: most of the donors which had suspended funding in February have now resumed, except DfID and the UN group - although the latter is now being resolved.
- Important proposal from Ken Caldwell on the future role of the PC. Ken had consulted with OI colleagues to highlight the necessity for OGB's point of view to be adequately represented in OI deliberations.
- Council noted that OGB have recently engaged in the OI emerging strategy development process, in particular to influence the country presence issue where we have been engaged at different levels – with the right balance of formal and informal oversight - Regional, Jon Mitchell at OI Programme Directors' meeting, Mark Goldring as chair of Humanitarian Committee and member of Development Committee.

C94/18 ANY OTHER BUSINESS

None.

C95/18 CONSENT and INFORMATION PAPERS

1. Consent Items

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

- Resolution to appoint Wakkas Khan as member of the Fundraising Committee for the remainder of his term as Trustee;
- Cousins legacy: update and delegated authority to Honorary Officers;
- Annual Complaints Report.

2. Information papers

Council noted the following papers:

- CEO report
- Chair's report
- Approved draft Minutes of Council Committees:
 - TSG 22 June and 19 July 2018
- Council Code of Conduct Report

C96/18 **DATE OF NEXT MEETING:** Wed 5 and Thurs 6 December. NB Thursday followed by Friends' Annual Meeting until approx. 7.30pm

2019 dates: March 13&14; July 3 & 4; October 2 & 3; December 4 & 5.

Submitted and approved at a meeting held on 5 December 2018.

.....Caroline Thomson, Chair
Minutes: Judeth Neville, 3 October 2018

