



OXFAM

OXFAM GB COUNCIL OF TRUSTEES

**APPROVED DRAFT Minutes of the Council Meeting
held on 17 December 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

Charles Gurassa (Chair)
Ken Caldwell
Annie Hudson¹
Tunde Olanrewaju

Les Campbell (Treasurer)
Nic Cheeseman
Lois Jacobs

Angela Cluff (Deputy Chair)
Andrew Hind
Wakkas Khan²

APOLOGIES

Nana Afadzinu

IN ATTENDANCE

Strategic Leadership Team (SLT):
Danny Sriskandarajah, Chief Executive Officer
Alison Court, Chief Transformation Officer
Jane Cunliffe, Chief Financial Officer
Peter Haden, interim Chief Supporter Officer
John Plastow, Chief Impact Officer
Tina Proudlock, Chief Operating Officer

Steve Kingstone, Director of Communications³
Clifford Isabelle, Global Director of Safeguarding⁴
Kate Sayer, Director of Integrity & Ethics
Joss Saunders, Company Secretary
Judeth Neville, Head of Governance minutes)
Mike Hudson, Compass Partnership (observer)
Other executive for particular items as named in Minutes

Lorraine Needham-Reid, Unite Vice-Chair
acting as staff rep

On 16 December Trustees, the independent member of the Safeguarding & Ethics Committee, SLT and the Directors of Safeguarding and Ethics & Integrity attended a development session on safeguarding governance, facilitated by experts from BOND. The meeting on 17 December was preceded by a private session for Council members only, with the CEO joining for part.

20/37 WELCOME, APOLOGIES AND DECLARATION OF ANY CONFLICTS OF INTEREST: Charles Gurassa

The Chair welcomed in particular Lorraine Needham-Reid, Vice-Chair of Unite Oxfam, attending Council as staff representative. Council congratulated Trustee Annie Hudson on her recent appointment by the Secretary of State for Education as chair of the Child Safeguarding Review Panel.

¹ Not present for item 20/46

² Not present for items 20/37 to 20/41

³ Items 20/37 to 20/45 inclusive

⁴ Items 20/37 to 20/44 inclusive

See above for apologies.

Andrew Hind disclosed, in relation to the governance review item at 20/47, that he had completed several assignments with one of the external review consultants over a number of years. There were no other conflicts of interest except the ongoing potential conflicts with regard to Oxfam International (OI) (Charles Gurassa, Danny Sriskandarajah, Joss Saunders- all of whom are OI officers).

20/38 MINUTES OF THE PREVIOUS MEETING and ACTIONS ARISING

The Minutes of the meeting on 7 & 8 October 2020 were agreed and signed by the Chair as a complete and accurate record. Actions arising were reviewed.

20/39 CORE INFORMATION PACK: CEO REPORT

The paper was taken as read, with the CEO highlighting the work during the last quarter of 2020 to respond to Covid globally and continue Oxfam's other work, while responding to the impacts of Covid on staff and the organisation. He thanked Trustees and staff for their commitment and support and outlined priorities and likely challenges for 2021.

The CEO noted that work continues on post-transformation culture change. The recent Pulse staff engagement survey scores have decreased in most metrics: a sign of the difficult experience for staff this year, and work still to do on culture and morale. The COO updated Trustees on the work of each Division to build staff engagement plans and of work to invest in collective and individual leadership, including development activities for members of the Leadership Forum, along with creating spaces for more diverse participants such as in the Accountability & Values Forum. She explained that the survey results may be partly informed by timing as the survey was conducted in October when new Divisions were only just forming after the restructure.

Trustees noted that Unite is conducting surveys around morale and that Unite officers will be happy to work with People Team colleagues on potential improvements.

The papers demonstrate several aspects where there a need for improved mutual accountability between OGB and other parts of the confederation, with improved reporting and assurance to OGB and Trustees.

Trustees noted that Oxfam was the most improved charity brand in the annual YouGov charity index – albeit from a low base after February 2018. Sector commentary attributed this to the success of high-profile campaigns including Second Hand September.

20/40 CORE INFORMATION PACK: CFO REPORT

The paper was taken as read. Council noted that we continue to track ahead of our reforecast Covid budget, with better than expected income contribution, and lower than expected expenditure. Nonetheless we still forecast a deficit for the year in line with the central version of the three-year financial plan.

Outlook to the end of the year is also positive. Our Christmas activity is tracking ahead of forecast, supported by a strong digital performance, particularly in the online shop.

We are actively monitoring the potential impact of a number of factors, including Brexit and further Covid-related disruption.

20/41 CORE INFORMATION PACK: STRATEGIC DASHBOARD and PLANNING & PERFORMANCE ASSURANCE PACK

Council welcomed the first iteration of the proposed new reporting mechanisms, including the risk register exceptions report (with the full corporate risk register provided for information).

SLT highlighted areas where work remains to be done:

- For the March iteration of the Dashboard, to include measurements around Confederation relationships and partnership working.

- To develop clearer action plans to build out the plans for implementation of the new Oxfam GB strategy.
- Planning & performance framework: further to develop with input from countries and regions.
- Risk register: in the next quarter we will work on corporate planning and assurance mapping, gathering information from managers about how they are mitigating their risks; to consider how to give trustees improved visibility of risk management within Oxfam; continued engagement with Confederation colleagues to ensure similar risk processes across Confederation including key risk indicators on country dashboards.

Trustees gave feedback on the reporting to be taken into account in future iterations. They noted that a country dashboard had recently been launched, which maps against numerous factors including staff, internal audit actions, etc, and agreed that a highlevel summary from the country dashboards could helpfully be used as input to the next iteration of the Strategic Dashboard.

Actions

Liase with Chair of Safeguarding & Ethics Committee to understand what qualitative safeguarding related information would be most helpful at Council level, enabling drilling down to more detail if wished at Committee level	CTO (Suzy Alder) by March Council
Engagement Strategy to include proposals re regular givers and legacy income, and to include the nature of any link between brand health and number of supporters	Peter Haden/incoming CSO for March Council
Operational and risk planning and budget work to come to March Council, building on Engagement and Impact Strategies (latter to come to March or July Council), Trading Strategy and transform agenda. To include Divisional objectives where available	COO, CFO for March Council
Strategic Dashboard: future iterations to include input from country dashboards	CTO (Suzy Alder) for March Council

20/42 See confidential appendix

20/43 HEALTH & SAFETY MID-TERM STATUS REPORT

The report was taken as read. The COO highlighted three areas of greatest concern:

- figures for stress-related illness. We will continue to monitor this area and recognise there is more work to do.
- level of incidents in shops due to need to refit for post-lockdown reopening. We are reviewing how to mitigate that risk going forward, as well as to improve reporting in shops.
- reporting from international programmes. We are identifying better mechanisms to capture work in country to provide a more robust assurance report.

The staff representative noted concern about whether the mandatory H&S training for staff and shop volunteers is proposed to be delivered only digitally in future. The interim CSO confirmed that the intention is to use digital training to become more inclusive not less, eg through use of video and language, and confirmed that the plans will encompass how best to train those who are not IT literate.

Trustees welcomed the report and gave feedback as follows:

- To understand what support we are offering staff in relation to Covid impacts and more holistically for overall mental wellbeing. The COO noted that in addition to existing mitigations, we plan two workstreams in 2021 around new ways of working including, for retail staff, making ways of working simpler and more effective.
- To note concern around the statement in the report that “trading and international have suffered from a lack of investment and/or management time” and to note that the planned activities to help to redress the balance need to be attended to as priority.
- To clarify plans around future ways of working. The COO confirmed that remote working will continue as it has been effective and suited many staff. A cross-organisational group is working

to understand optimal future ways of working: we anticipate a more flexible model about how office space is used.

Action

International Operations Plan for health & safety: present further detail to Council on the plan to meet and monitor health & safety responsibilities internationally	CTO, COO for March Council
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20/44 SAFEGUARDING SIX-MONTHLY REPORT

The report was taken as read, with considerable discussion around the main aspects as highlighted by the Director of Safeguarding. Trustees noted that they were encouraged by the progress set out in the report and keen to see demonstrations of continued progress in line with Oxfam's continuous improvement approach.

20/45 OXFAM INTERNATIONAL GOVERNANCE UPDATE

The Chair noted thanks to Joss Saunders for the work he is leading on behalf of OI.

Council received verbal updates on the following:

- The OI Board of Supervisors in October approved the new OI constitution, subject to one further opportunity for affiliates to propose incremental improvements and subject to consultation on the detailed rules of procedure. The intention is that the new constitution takes effect from April 2021.
- OGB submitted final proposals in November, which were discussed yesterday by the Executive Board. It was agreed that any future fundamental change to the operating model with impact on affiliates must be approved by the affiliates through the Affiliate Business Meeting.
- Work on the draft rules of procedure work is progressing well. HOs and Ken Caldwell approved OGB's first round of feedback in early December; a consent paper to this meeting seeks Council approval for the same group to approve a second round of feedback in January.
- OI Board recruitment: Council were invited in November to submit to HOs any nominations for potential OI Board candidates. We duly submitted several nominations to OI. OI has decided to approach all the eligible candidates proposed by affiliates and others to invite them to submit expressions of interest. The OI Governance Committee will then draw up a shortlist and commence the interview process. Our Chair is supporting the OI Governance Committee with this work.

20/46 IMPACT & EXTERNAL VIEW: RIGHTS, RESILIENCE & RESPONSE: joined by Nickie Monga Country Director, Oxfam Jordan

The first of our strategic objectives is 'tackling extreme vulnerability' and represents our ambition to transform the way we do things in the toughest and most fragile contexts in the world. The new Impact Division has been undertaking work on this, which they call 'Rights, Resilience and Response' capturing our heritage and ambition of development, humanitarian and increasingly influencing work changing policies and tackling systemic challenges.

The Chief Impact Officer briefly presented on OGB's strategic interfaces with Oxfam Jordan.

The Jordan Country Director presented highlights of recent work in Jordan and outlined examples of past successful working with OGB along with suggestions for improved future working:

- To enable better pathways for strategic conversations, Oxfam should improve the granularity of experience between regions, countries and affiliates, beyond the narrow angle of risk and risk management.
- Influencing based on programmatic evidence is at the very foundation of Oxfam. Our distinctiveness in Jordan and the region is that we are able to take advocacy positions to bring to the aid forums. That attracts new talent to work for Oxfam, despite reward packages which may not be as attractive as other organisations'. Our other point of distinctiveness is our application of a critical lens and introspection to understand what could be scaled up to national or global level.
- Jordan, alongside six other country offices, was recently declared – as part of the country presence review – as an "influencing office". However, in the Jordan context a more accurate phrasing would be "influencing country programmes" – as Oxfam has limited legitimacy with governments, other donors, or aid coordination bodies in country unless we are also delivering solid programming.

- Description of examples of how Jordan has recently leveraged OGB funding to create greater impact: eg the SuperAdobe structure construction project piloted in the Za'atari camp, which in due course allowed leveraging of £20m funding. The approach is to conduct a small scale pilot with robust monitoring, evaluation & learning mechanisms. The organisation needs to accept that projects might not succeed – and it needs people who are curious and willing to take the risk. Such projects are more appropriately conducted using discretionary funding than donor funding.
- Discussion around how we could share inspiring stores like the SuperAdobe one which could be shared with potential funders: we need an institutional pathway that allows for this, alongside an understanding of the country markets. OGB could seek more from the relationship with countries: eg ask CDs to travel to affiliate countries to talk to academia, supporters, donors.
- Calls upon OGB to share its burden with countries: eg seek input, insight and support from countries when reviewing systems and resourcing. Country teams have many other demands on their time but will be happy to prioritise work which could lead to decisions to simplify ways of working.

Council thanked Nickie for attending, celebrated the work of the Jordan country team, and endorsed Nickie's aim to simplify ways of working both within OGB and within OI's remit.

20/47 GOVERNANCE

1. Council oversight of Committee business: Chairs of Council Committees

Programme Committee 16 December

Topics covered in the meeting included:

- A refreshed approach to monitoring Programme impact and to sharing learnings from it.
- Emerging approach to rights, resilience and response work: in particular, a distinctive role for Oxfam in this work.
- Programme funding: noting a higher degree of uncertainty in funding streams than in the past.
- Progress of EA reform process, including to review the risks inherent in the transition process and how we might benchmark "what good looks like" in efficiency of oversight of country programmes.

Other Committee updates were taken as read.

2. OGB Governance Review: Mike Hudson, George Levvy – Compass Partnerships

The interim discussion document from Compass noted that many of the essential characteristics of effective governance are in place. There is a need to strengthen Council and Committee structures and processes in order to deliver more effective governance, with a number of easily implementable measures proposed. On international programmes the critical requirement for improving oversight is improved reporting, built on a shared understanding of the nature and level of risks Trustees deem to be acceptable.

The next steps involve Compass working with the executive and GRWG over January and February to begin to implement some of the necessary changes and to develop further proposals for the March Council meeting which can be relatively swiftly implemented.

Trustees offered reflections on the document, endorsed the direction of travel and **APPROVED** the items for agreement and items requiring further work set out in the document.

The Chair noted that he had recently discussed with representatives from the Joint Unions the issue of staff representation at Council. He is supportive of reaching a more permanent arrangement than the interim one in place over the last year or more.

Action

The CEO, supported by the COO, to engage further with the Joint Union reps and staff networks to bring to March Council a firm set of proposals built on experience to date	CEO, COO for March Council
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20/48 MATTERS APPROVED BY CONSENT and INFORMATION PAPERS

Matters approved by consent

- Policy revisions:
 - Protection from Sexual Exploitation and Abuse (PSEA) Policy
 - Complaints Policy
 - Ethical & Environmental Policy
- OI Rules of Procedure: delegated authority to Honorary Officers and Ken Caldwell

Information items

Council noted the following papers:

- Standing information item: Oxfam acronyms
- Quarterly serious incident report
- Council forward planner March 2021 and 2021-22
- EA reform and country transition update
- Organograms OGB SLT and direct reports
- Complaints Handling and Complaints Learning Reviews
- Council Committee meeting minutes:
 - Programme Committee 7 October 2020
 - Trustee Audit and Finance Group 29 Sept and 11 Nov 2020
 - Public Engagement Committee 10 Nov 2020
 - Safeguarding & Ethics Committee 18 Nov 2020
- Corporate Risk Register

Next Meetings:

- 3 & 4 March 2021
- Other 2021 meetings as scheduled, plus we will in addition schedule a strategy away day in September

Submitted and approved at a meeting held on 4 March 2021.

.....Charles Gurassa, Chair

Minutes: Judeth Neville, 17 December 2020

The meeting was immediately followed by an Annual General Meeting of the Association Members of Oxfam at which the resolutions set out in Appendix 1 were duly passed.

Appendix 1: Minutes of 2020 AGM

The 62nd ANNUAL GENERAL MEETING of Oxfam (registered company number 612172) was held (due to the unusual circumstances of Covid-19, and to ensure members' health and safety) by video-conference at 14:30 on Thursday 17 December 2020

Members present unanimously passed the following resolutions:

1. To approve the Annual General Meeting being held upon shorter notice than the 21 clear days specified in Article 10
2. To receive the report of Council and the audited annual accounts for the year ended 31 March 2020
3. To note the retirement of PricewaterhouseCoopers LLP as independent auditors and to appoint Crowe UK LLP as independent auditors and to authorise Council to fix their remuneration
4. To accept the retirement effective on 8 October 2020 of CAROLINE THOMSON as an Association Member and member of Council
5. Under Article 7, to appoint CHARLES GURASSA as Association Member and member of Council for a first term of three years (from October 2020) until October 2023
6. Under Article 7, to re-appoint NIC CHEESEMAN, ANGELA CLUFF and TUNDE OLANREWAJU as Association Members and members of Council for a second term of three years (from October 2020), until October 2023

Minutes: Judeth Neville, Head of Governance; 17 December 2020

