



OXFAM GB

**APPROVED DRAFT Minutes of the Board of Trustees Meeting
4 March 2021
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 Hudson
Tunde Olanrewaju

Les Campbell (Treasurer)
Nic Cheeseman¹
Lois Jacobs

Angela Cluff (Deputy Chair)
Andrew Hind
Wakkas Khan

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

Jan Oldfield, Incoming Chief Supporter Officer²
Rosa Ruiz Gonzalez, Independent Oxfam Union,
acting as staff representative
Kate Sayer, Director of Integrity & Ethics
Joss Saunders, Company Secretary
Judeth Neville, Head of Governance (minutes)
Other executive for particular items as named in
Minutes

The meeting was preceded on 3 March by a governance review workshop and on 4 March by a private session for Trustees only.

1 WELCOME AND DECLARATION OF ANY CONFLICTS OF INTEREST: Chair

The Chair welcomed in particular Jan Oldfield, incoming Chief Supporter Officer, and Rosa Ruiz Gonzalez, Oxfam Independent Union, each attending their first Oxfam Board meeting.

There were no 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).

2 MINUTES OF THE PREVIOUS MEETING and ACTIONS ARISING: Chair

The Minutes of the meeting on 17 December 2020 were agreed and signed by the Chair as a complete and accurate record.

¹ Items 1-5 only

² Items 1-7 only

The staff representative drew attention to part of the October 2020 Minutes relating to Wastesaver, which referred to “exploring regional commercial options to trial a new model”. The CSO clarified that the intention was to test the market by engaging with relevant third parties, alongside consultation, and then bring a recommendation to the Board at the end of March. He did not anticipate that the recommendation would include conducting a trial.

The Actions arising were reviewed, in particular:

- Action re development of KPIs around the Retail Strategy: the proposed KPIs will be circulated with the draft Minutes of this meeting
- Action re progress of the Racial Justice Framework and development sessions. Some aspects of the work around the Framework, eg development of our Equality Strategy, are continuing notwithstanding furlough arrangements and the intention is to bring proposals re further Board development to the July Board.
- Three actions have been omitted from the Actions arising paper.

Action: Head of Governance to circulate retail KPIs and a note of the status of the three missing actions with the draft Minutes of this meeting [to follow w/b 21 March], and to note Racial Justice development proposals for July Board.

3 CORE INFORMATION PACK: CEO REPORT

The paper was taken as read, with the CEO highlighting key aspects including the impact of furlough arrangements on staff morale and actions underway to mitigate this, and an update on Oxfam’s Peoples Vaccine work.

Trustees noted the Charity Commission’s report in February concluding that Oxfam GB has made significant progress against the Action Plan, and will therefore no longer be subject to statutory supervision. They welcomed this recognition of the essential work that has been done and endorsed the CEO’s message that there is more to do to continue to build a culture where everyone we work with can feel comfortable and protected in calling out any abuse of power, trusting that appropriate action will be taken and the needs and wishes of survivors prioritised.

4 CORE INFORMATION PACK: CFO REPORT

The paper was taken as read. The CFO outlined the changes in financial outlook as a result of the further Covid lockdown since the Board approved the three year plan in December. She set out SLT’s proposed mitigations and remaining issues to be resolved. With further cost reductions, the paper forecasts a balanced budget in 2021/22, then rebuilding of reserves in future years.

The CFO confirmed that a meeting is scheduled with the Joint Unions to explore cost saving options, such as more extensive part-time working.

Trustees commended the CFO, SLT and staff for the detailed work undertaken, giving the Board a high degree of confidence in the current status and future plans.

The Board **APPROVED** the direction of travel for development of the 2021/22 budget and noted that the proposed budget will come to the Board for approval on 25 March.

5 CORE INFORMATION PACK: FINANCIAL AND OPERATIONAL PLANNING 2021/22, with 2020/21 UPDATE

The paper was taken as read. The Board noted:

- particular challenges in the project to consolidate current Executing Affiliate (EA) support functions to a Global EA Business Support Unit, with the Phase 1 timescales at risk. Mitigating actions are in progress.
- That the proposed milestones for 2021/22 relate to earlier financial forecasts and require review as the proposed 21/22 budget is finalised. At the same time the 21/22 priorities should be described in terms of desired outcomes, not actions.

Action: SLT for 25 March budget pack: to include short summary of the top priorities for 21/22, described in terms of desired outcomes and showing how these are reflected in the proposed budget; also to include summary of the areas proposed to be deprioritised.

6 SUPPORTER ENGAGEMENT STRATEGY 2021-2024: Deputy Chair; interim and incoming CSOs, joined by Paul Langley, Eddy Lamber, Paul Mullins, Dave Hillyard, Fee Gilfeather

The interim and incoming CSO recommended the proposed Strategy to the Board, while noting that it will be complex and challenging to deliver and will require alignment across the organisation. The Board received brief presentations on five key elements: public engagement, digital, supporter experience, funding & strategic partnerships and people & culture. The implementation plan will be further developed, along with proposed KPIs, over the next two months.

The papers also provided an update, which was taken as read, on the Retail Strategy approved in October 2020.

In response to queries raised by the staff representative, the CSO acknowledged that aspects of the Strategy will result in staff structures similar to those in place in 2017 and that some new roles will be required, notwithstanding a recruitment freeze in other parts of OGB. The incoming CSO confirmed that she has been fully engaged in the development of the Strategy.

The Board **APPROVED** the Strategy. The Chair on behalf of the Board thanked the executive team for the work involved in bringing the Strategy forward. He particularly thanked the interim CSO for his stewardship of both this and the earlier Retail Strategy.

7 GOVERNANCE

7.1 Board oversight of Committee business: Chairs of Board Committees

Programme Committee 3 March

Included consideration of the emerging strategic results framework, for which the Board is one of the audiences, and of partner relationships. Further discussion is needed about the appropriate balance in partnerships – between the need to give more power to Southern partners and the need to ensure adequate controls.

Safeguarding & Ethics Committee 11 February

Included consideration of appropriate indicators on a robust country by country risk framework and a first review of the framework for the new Safeguarding Strategy coming to the Board in July. Noted that Committee members and some other Trustees had recently attended a valuable seminar around Oxfam's anti-corruption work.

Trustee Audit & Finance Group 25 February

Included review of budget status and management of international risks, along with scrutiny of the process in place around country controls including internal audit actions.

The written update for Public Engagement Committee was taken as read.

7.2 OGB Governance Review: Charles Gurassa

The Board discussed the outcomes of the Workshop on 3 March and noted that more work was needed on assurance around the risks involved in transfer of decision-making to OI are acceptable and manageable.

The Board:

- **APPROVED** the recommendations set out in the Compass paper, with the exception of the recommendations relating to Lead Trustees and the Programme Committee;
- **AGREED** that the Governance Review Working Group (GRWG) in consultation with interested trustees will further consider the recommendations relating to Lead Trustees and the Programme Committee, along with other matters raised in the 3 March Workshop (including the brief for any working groups), and agree an action plan accordingly, with a report to the Board; and
- **APPROVED** the continued operation of GRWG until the terms of reference and membership of the Governance Committee are agreed, at which point Council delegates further oversight of delivery of the action plan to the Governance Committee.

Actions:

- **Head of Governance to extend invitation to all Trustees and invite to all future GRWG meetings**
- **CEO to revert to GRWG, then Board, with proposal re continuing assurance around risks around transfer of decision-making to Ol: timing July/October Board**

8 IMPACT & EXTERNAL VIEW: RIGHTS, RESILIENCE & RESPONSE (RRR): Chief Impact Officer. Joined by Amjad Ali, Country Director, Oxfam Somalia**Impact Strategy Update, CIO**

The CIO gave a presentation outlining the wider linkages and key cross-cutting factors for OGB's Strategy, including our commitments to being an anti-racist, feminist and safe organisation, to decolonising our model/approach/practice and to shifting power and resources to stakeholders in the global south. He also outlined emerging opportunities and challenges in our RRR work. He explained the key aspiration to set this work within a triple nexus framework (humanitarian, development and peace) and the need to align our activities and funding around this.

Oxfam Programming in Somalia: Country Director, Oxfam Somalia

Amjad gave a presentation on the context for Oxfam's work in Somalia, the vision set out in the Somalia Country Strategy 2021-2030 and the key approaches of partnership, influencing, ICT for development, triple nexus approach, feminist approach and safe programming. He outlined the importance of partnerships in achieving greater outreach, noting that Oxfam Somalia channels some 50-60% of total funding, and 100% of discretionary funding, through partners. Amjad's presentation also outlined the process for risk management in the Somalia context.

Amjad explained that Somalia and other country management would greatly benefit from a partner assessment tool standardised not just within Oxfam but across all INGOs. Similarly, he emphasised the importance for countries of development of a "One Oxfam" risk management system, with centralised policies, systems, reporting and compliance, and of aiming for all significant new initiatives to be the result of high-level collaboration across the Confederation.

9 ANY OTHER BUSINESS

The Chair reminded Trustees of the new online safeguarding training to be completed by all Trustees before October Board, ideally by the end of July.

10 MATTERS APPROVED BY CONSENT and INFORMATION PAPERS**Matters approved by consent**

- Oxfam International governance reform: delegated authority to Chair
- Approval of revised policies: Information Security Policy, Bribery Policy

Information items

Council noted the following papers:

- Standing information item: Oxfam acronyms
- Standing information item: reports from Committee Chairs
- Standing information item: quarterly serious incident report
- Corporate Risk Register
- Managing international risk in OGB
- Complaints report update
- Charity Commission action plan: update
- Charity Commission annual return 2019/20
- Trustee duties in response to financial implications of Covid19 for OGB
- Honorary Officer decisions on behalf of Council
- Ken Caldwell: declaration of interest as trustee of Farm Africa Ltd
- Council Committee/working group meeting minutes: Programme Committee 16 December 2020, SEC 11 February, GRWG 8 February
- 2021 and 2022 Governance calendar

- Kids Company: analysis of the High Court judgement 12 February 2021 and comments for OGB Trustees and senior managers
- Trustee comments and queries on other consent & info papers

Next Meetings:

- Additional meetings: 25 March and 27 May 2021
- 7 & 8 July
- 20 & 21 September strategy away day

Submitted and approved at a meeting held on 8 July 2021.