



OXFAM GB

Minutes of the Board of Trustees Meeting

**7 and 8 July 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)
Nana Afadzinu
Andrew Hind
Wakkas Khan

Les Campbell (Treasurer)
Ken Caldwell
Annie Hudson
Tunde Olanrewaju

Angela Cluff (Deputy Chair)
Nic Cheeseman
Lois Jacobs

APOLOGIES

None

IN ATTENDANCE

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

Alison Crowder, Chair Oxfam Unite Branch,
acting as staff representative
Joss Saunders, Company Secretary (7 July only)
Judeth Neville, Head of Governance (minutes)
Other executive for particular items as named in
Minutes

Gabriela Bucher, Leela Ramdhani, Oxfam
International (item 21/29 only)

The formal meeting on 8 July was preceded on 7 July by a dialogue with Oxfam International (OI) leaders and by a private session for Trustees.

21/29 OI DIALOGUE (paper A)

The Chair welcomed Gabriela Bucher, OI Executive Director (ED), and Leela Ramdhani, OI Chief Operating Officer. The OI ED presented highlights of the vision of the OI Global Strategic Framework: at the core of the Framework is the issue of power and how it is used within the Confederation and how power structures can be deeply transformed ('decolonisation').

The OI ED described current Confederation priorities, including embedding the new governance model, the need to strengthen and increase accountability of business support for countries and regions, and the country map review. The Board discussed with OI these and other current topics.

In response to a question from the staff representative about a possible global works council or staff representation, the OI ED noted it is not clear where a global works council would sit, given different employers across the Confederation and that the mandate for the new OI Board is to oversee OIS, not affiliates. It is possible that a multi-stakeholder assembly may be an appropriate place for this perspective. OI Leadership Team has two representatives from country teams and two Country Directors (CDs) rotating every quarter to bring staff and CD perspectives into management decisions.

21/30 WELCOME AND DECLARATION OF ANY CONFLICTS OF INTEREST: Chair

There were no conflicts of interest except the standing potential conflicts with regard to OI (Charles Gurassa, Danny Sriskandarajah, Joss Saunders- all of whom are OI officers).

21/31 MINUTES OF THE PREVIOUS MEETINGS and ACTIONS ARISING: Chair (papers 1 & 2)

The Minutes of the meetings 3-4 March, 25 March, 15 April and 27 May were approved for signature by the Chair. The Board NOTED the status update on actions arising.

21/32 CORE INFORMATION PACK: CEO REPORT (paper 3)

The CEO described how Oxfam’s recent Covid-related activities have demonstrated the impact of bringing together each aspect of our work (practical action, policy advocacy and public engagement), multiplied by the power of our global network and profile.

He outlined the need to manage capacity constraints in light of the impact of furlough on workload and productivity. The staff representative noted the impact on staff morale of recent change processes, noting that several staff have moved into new jobs and found they have a high workload. The CEO acknowledged that morale has decreased and that SLT is working on remediation plans, including monthly ‘townhall’ meetings to share good news and raise concerns.

The CEO also updated Trustees on private sector partnership work, relations with UK government, the Wastesaver change process and implementation of the Retail Strategy.

The Board NOTED the CEO report.

Action: plan Board debate on supporter engagement	CSO, Judeth Neville for Board forward planner
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21/33 CORE INFORMATION PACK: CFO REPORT (paper 4)

1. Financial results

The CFO highlighted the pre-audit end year financial results and the results to end-May. Retail is so far beating reopening forecasts and is ahead of budget. Underspends are emerging in UK divisions reflecting recruitment freeze and reduced non-staff spending e.g. on travel. The current position for general reserves is £21.6m by end May.

The Board NOTED the CFO report.

2. Board Approvals

- The Board **APPROVED** the proposed triggers and planning scenarios, noting that each Board meeting will receive a report on the triggers.

- **Reserves Policy**

The Board noted that TAFG had discussed in detail the correct reserves range based on analysis of risk, and balancing the current financial position, the need to build resilience and to address current needs. TAFG agreed a set of annual targets towards the new target reserves range, in line with the agreed three year financial plan. TAFG decided that seeking a higher target would not be practical at present given current financial realities and that we should review the reserves position again in 18-24 months once the new proposed target has been achieved.

The Board discussed and **APPROVED** the Reserves Policy recommended by TAFG.

- **Expenditure Authorisation Policy**

The Board **APPROVED** the Expenditure Authorisation Policy recommended by TAFG, noting that the Policy will be reviewed annually and a full refresh carried out in March 2023.

Action: confirm timing for further reserves review	CFO, JN for ARC and Board forward planner
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21/34 CORE INFORMATION PACK (Chief Operating Officer on behalf of SLT) (paper 5)

Trustees commended improvements to the reporting and noted thanks to Tunde Olanrewaju and the McKinsey team for pro bono work with the Oxfam team. They discussed in particular:

- staff morale, noting that this had also been discussed by TAFG. The Board requested a deeper dive to understand what is behind low morale and plans to address it, broken down by different parts of the business.
- Code of Conduct training: compliance rates are not as wished. The Board noted that the team responsible is meeting this month to understand actions to be taken to improve rates.

Actions:	
Add people discussion to October Board	JN for Board forward planner
Organise Board teach-in session on CEO Dashboard	JN, AC

21/35 IMPACT & EXTERNAL VIEW: Lan Mercado, Oxfam International Regional Director (Asia) and Co-Director for Strategy and Feminist Futures (paper 6)

Lan gave a presentation on Oxfam’s work in Asia: its impact, lessons learnt and outlook 2021-2023. Discussion centred around lessons learnt from transformative partnerships, the challenges of the need to diversify resources, Oxfam’s work supporting the power and influence of national social movements and national humanitarian actors, and women’s leadership within Oxfam. The Board asked to know more about the feminist leadership course being developed for staff (male and female up to 35 years) within Oxfam and partners.

21/36 IMPACT STRATEGY (Chief Impact Officer) (paper 7)

The CIO introduced the Valuing Women’s Work and Rights, Resilience and Response strategies, noting that the Partnership and Speaking Out strategies are due for presentation in October and that work on the climate strategy has been postponed until after COP in November. He reflected on the complexities of the strategy development, including the need for co-creation with other actors, and alignment around core capacities of the OI Global Integrated Horizon Plan.

Valuing Women’s Work (VWW) Strategy: Rachel Wilshaw, Clare Coffey

The Board received a presentation on the development and aims of the VWW strategy, based on the principle that undervaluing of women’s work entrenches poverty and exacerbates inequalities, undermining wellbeing across all countries and all regions. The goal is that by 2030 women’s work is valued in the economy, unpaid care is redistributed and reduced and women informal workers gain rights, respect and a violence-free decent quality of life.

Rights, Resilience and Response (RRR) Strategy: Jess Fullwood-Thomas, Pauline Chetcuti

The Board received a presentation on the development and aims of the RRR strategy, aligning with the Oxfam Confederation-wide RRR initiative, and on the risks and opportunities presented. The strategy notes that by 2030, up to two thirds of the world’s extreme poor will live in fragile contexts and that conflict drives 80% of all humanitarian needs. The goal is by 2030 to become an enabler, partner and platform for country offices and partners whereby we contribute, through a nexus between work on humanitarian, development and peace issues, to just, more resilient and peaceful societies whilst continuing to meet humanitarian needs.

After discussion the Board **APPROVED** both strategic themes. The Board noted that the next phase will include more active collaboration with the Engagement Division to understand how to attract funding for the strategies. It encouraged the executive in addition to reflect on the Board’s feedback on accountabilities, our ambitions for impact and measuring success and noted that the Programme Committee will maintain oversight of the implementation plans for the strategies.

Action: revert to Board with further clarification around accountabilities, our ambitions for impact, measuring success, and resourcing	CIO: December 2021 Board
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21/37 PEOPLE RISK: SAFEGUARDING: Chair of Safeguarding & Ethics Committee (SEC); Director of Safeguarding (paper 8)

The Board NOTED:

- the external audit report of the 2020/21 safeguarding caseload, which confirmed a significant improvement in moving to a new case management system alongside finding improvement in the quality of evidence and decision-making, with good support to survivors;
- the June Charity Commission regulatory alert addressed to trustees of all international aid charities. SEC will review this in its September meeting, with a report back to October Board.

21/38 GOVERNANCE

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

Programme Committee

The July meeting 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.

Trustee Audit & Finance Group

The June meeting 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.

Safeguarding & Ethics Committee

The written update was taken as read: see also 21/37 above.

Public Engagement Committee (PEC)

The PEC Chair referred the Board to the information paper about a proposed new approach to supporter engagement and consent. The July PEC meeting had discussed that in testing 78% of supporters had understood the reason for leaving their contact details, slightly less than our benchmark of 80%. The Board noted that PEC had approved continuation of a cautious roll out strategy for the new approach, with continued regular testing of supporter understanding, optimisation and re-testing when new channels or older cohorts of donors are considered and close monitoring of any complaints.

2. Oxfam International: Chair

The Board NOTED that the OI governance changes had been approved at the OI Board of Supervisors meeting in June, attended by the Deputy Chair, and that the new OI Board came into operation this month.

3. Governance Review Working Group (GRWG) final report: Chair (paper 9)

The Board NOTED the status of the post-governance review action plan, that GRWG will be wound up following the Board meeting and that the Governance Committee will be responsible for the outstanding parts of the GRWG remit: After discussion, it APPROVED:

- Revised Terms of Reference for the Board, Audit & Risk Committee, Governance Committee, Remuneration Committee, Programme Committee and Honorary Officers
- That OGB should continue to have Lead Trustees and the revised Terms of Reference for Lead Trustees (other than the Safeguarding Lead Trustee)
- The ten recommended areas of focus in 2021/22 to improve the extent of OGB's application of the Charity Governance Code and the suggested actions to be taken.

21/39 MATTERS APPROVED BY CONSENT and INFORMATION PAPERS

Matters approved by consent

- Ken Caldwell second term as trustee: to extend by 2 years to October 2024
- Board development plan 2021/22
- Oxfam Activities Limited: charity checklist, Cost Sharing Agreement; Oxfam Advisory Services Limited: charity checklist

Information items

Council noted the information papers as listed in the Agenda.

Next Meetings:

- September 20 & 21 strategy away day
- October 6 & 7 Board meeting

Submitted and approved at a meeting held on 7 October 2021.

A handwritten signature in blue ink that reads "Charles Gurassa". The signature is written in a cursive style and is underlined with a single horizontal line.

.....Charles Gurassa, Chair

Minutes: Judeth Neville, 8 July 2021