



OXFAM GB

Minutes of the Board of Trustees Meeting 6 and 7 October 2021 Oxfam House, Oxford OX4 2JY

As part of Oxfam GB's commitment to accountability and transparency of decision making, we are making public the minutes of each Board 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 questions, please initially address these to our Governance Team: cmtimetable@oxfam.org.uk

PRESENT

Charles Gurassa (Chair)
Ken Caldwell
Lois Jacobs

Les Campbell (Treasurer)
Andrew Hind

Angela Cluff (Deputy Chair)
Annie Hudson

PRESENT BY ZOOM

Nic Cheeseman

Wakkas Khan¹

Tunde Olanrewaju²

APOLOGIES

Nana Afadzinu

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

Mary Malpas, Representative Independent Oxfam Union, acting as staff representative³
Hellen Akwii, Trustee designate
Sandy Verma, Trustee designate
Joss Saunders, Company Secretary⁴
Judeth Neville, Head of Governance (minutes)
Other executive for particular items as named in Minutes

Tasneem Essop, Head of Climate Action
Network International (item 21/48 only)

The formal meeting was preceded by a development session for the Board, facilitated by Jaswant Narwal, Gender & Equality Senior Advisor, and attended by the CEO and Company Secretary, to discuss the governance of racial justice work. The Board held a private session on the morning of 7 October.

21/40 WELCOME AND DECLARATION OF ANY CONFLICTS OF INTEREST: Chair

The Chair welcomed in particular Hellen Akwii and Sandy Verma, who will be appointed OGB Trustees at the end of this meeting. There were no conflicts of interest except the standing potential conflict with regard to OI (Joss Saunders is an OI officer).

21/41 MINUTES OF THE PREVIOUS MEETINGS and ACTIONS ARISING: Chair (papers 1 & 2)

¹ Present from item 21/44 onwards

² Present on 7 October only

³ Not present for legally privileged discussion at item 21/46

⁴ Absent for item 21/48

The Minutes of the meeting on 7-8 July, corrected to include a summary of the July meeting of the Board's Public Engagement Committee, were approved for signature by the Chair. The Board NOTED the status update on actions arising.

21/42 CORE INFORMATION PACK: CEO REPORT (paper 3)

The paper was taken as read. The CEO gave a confidential country update and the COO made a presentation about the OGB outcomes of Ol's Global Staff Survey, recognising that those outcomes are concerning across most measures. The staff representative highlighted that OGB's last pay rise was in 2019 and further that staff perceive pay progression mechanisms as weak. Trustees noted the initiatives underway and reviewed the planned next steps.

The Board NOTED the CEO report.

Actions:	
<ul style="list-style-type: none"> • Second Hand September 2021: report to Board on performance against campaign objectives 	CSO for December Board
<ul style="list-style-type: none"> • Full report on SLT plans light of Staff Survey outcomes 	COO for December Board

21/43 STRATEGY AWAY DAY FINAL REPORT: all SLT (paper 4)

The paper was taken as read. Each SLT member outlined their key priorities arising from the Away Day conclusions.

Actions:	
<ul style="list-style-type: none"> • Review Board forward planner: include Engagement update and insight as standing item plus appropriate deep dives 	Head of Governance, CSO, for December Board
<ul style="list-style-type: none"> • Review of potential investment opportunities 	CFO: December 2021 or March 2022 Board [post-meeting note: added to planner for March 2022 alongside approval of 2022/23 budget]

21/44 CORE INFORMATION PACK: CFO REPORT (paper 5)

The CFO highlighted key aspects of the paper. The Board noted that Oxfam shops have performed well since post-lockdown reopening, with both sales and net contribution well ahead of the year-to-date budget and congratulated all Oxfam retail staff and volunteers for this achievement.

After discussion the Board **APPROVED** the refreshed three-year financial plan recommended to it by the Audit & Risk Committee (ARC) and the ARC recommendation that a separate legal structure for retail is not pursued.

The Board NOTED the CFO report.

21/45 CORE INFORMATION PACK: COO on behalf of SLT (paper 6)

The paper was taken as read, with Trustees raising questions on key aspects.

Action: consider to what extent possible to clarify on each Dashboard iteration what remains outstanding and what more we aim to include and by when	COO, for December Board
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21/46 RADICAL CHANGE FOR RADICAL IMPACT (RCRI): OGB'S AMBITIONS ON EQUALITIES, RACIAL JUSTICE AND PARTNERSHIPS: CEO, Saranel Benjamin - Head of Partnerships, Fenella Porter - Head of Equalities, General Counsel (paper 7)

The paper was taken as read. The executive made brief presentations on the importance of this work, the methodology to date – which has benefitted from authentic voices of black & minoritised colleagues about their experiences of working within and with Oxfam, and the areas of opportunity identified.

The Board thanked the executive for their powerful presentations. After discussion, the Board broadly endorsed the direction of travel, noting that more detailed discussion and scrutiny would take place at

the Governance Committee to which all Trustees were invited and a final version will come to the December Board meeting for approval.

21/47 SPEAKING OUT STRATEGY DEVELOPMENT: Katy Chakraborty – Head of Advocacy (paper 8)

The paper was taken as read. The Head of Advocacy gave a presentation outlining aspects of the strategy, which will give clarity on OGB's role in a worldwide multi-level network, acting in partnership and solidarity.

The Chair of the Board's Programme Committee noted Programme Committee's support for the strategy development, noting that the version for Board approval should have further clarity on success measures and that important strategic choices must be made around the themes and geographies in which we choose to invest.

After discussion, the Board endorsed the direction of travel, noting that a final version will come to December Board for approval.

21/48 IMPACT & EXTERNAL VIEW: CLIMATE JUSTICE 2021: THE ROAD TO COP AND BEYOND: Tasneem Essop, Head of Climate Action Network International (CAN): OGB staff Sam Dick - Co-Head of Programme and Influencing Enablers, Tracy Carty - Senior Policy Advisor Climate Change and Adam Musgrave - Senior Campaigns Manager

Tasneem introduced the work of CAN, of which Oxfam is a key international member. CAN's theory of change uses the power of people to achieve transformational global change. Oxfam has played a leading role in increasing CAN's focus on intersections of climate with poverty and injustice.

The Co-Head of Programme and Influencing Enablers and Senior Policy Advisor made a presentation outlining Oxfam's added value in this work (based on feedback from partners), our focus and advocacy asks at COP and our measures of success. We are working closely with allies including CAN International, CAN UK, TCC, COP26 coalition, and PACJA.

The Senior Campaigns Manager highlighted current and planned campaigning activities, including the Virtual Climate March which has been adopted by many allies, and a petition calling on the UK Prime Minister to take decisive action on climate change.

21/49 PROGRAMME IMPACT LEARNING & DEVELOPMENT FRAMEWORK: PROGRESS REPORT: CIO

The CIO outlined ongoing work on developing the framework, representing multiple accountabilities and including a shift to ensuring the information is of use to stakeholders delivering the work, while still retaining the rigour of Oxfam's current deep dives on particular themes and countries

The Chair of Programme Committee stressed the importance of ensuring that we mitigate during the period of transition the risk of a temporary decrease in our impact knowledge.

21/50 GOVERNANCE

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

Governance Committee September

The Committee reviewed progress of review and updating of all OGB's core policies, agreed proposals for future Committee memberships which will come for Board approval in due course, and agreed to postpone to March 2022 the planned Board effectiveness review to allow recent governance changes to settle.

Programme Committee October

The meeting included consideration of the ongoing work on the Valuing Women's Work and Rights, Resilience and Response strategies, along with a discussion about trends in institutional funding.

Audit & Risk Committee September

The meeting included a review of internal audit actions and of recent internal audits within retail.

Safeguarding & Ethics Committee September

The written update was taken as read.

Public Engagement Committee (PEC)

PEC reviewed work to develop more robust KPIs for engagement work. It plans to hold one further meeting at the end of the year prior to handing oversight of engagement matters to the Board.

2. Oxfam International and first OI Assembly (paper 9): Chair

The paper was taken as read. The Board APPROVED the appointment of Deputy Chair Angela Cluff as OGB's Affiliate Representative for the first and second Assemblies.

21/51 ANY OTHER BUSINESS

1. Information Paper: Complaints Update

Trustees raised concerns that the Board had not received a report on fundraising complaints for some time, while noting that PEC had regularly received such reports. They also asked for SLT to review the treatment of complaints which are referred from Supporter Engagement to other Divisions.

2. Future Board meeting dates and whether face to face or by Zoom

3. Meeting Effectiveness Review

Trustees appreciated having business items on day 1 and the opportunity to hear from an Oxfam partner. The hybrid meeting structure worked well, with some improvement possible to ensure those on Zoom could hear.

Trustees repeated a request to reduce the size of the overall Board pack if possible- and asked if possible for the RCR1 paper to be circulated in advance of others when it comes back.

4. The Board thanked Wakkas Khan who is stepping down at the end of his second Trustee term

Actions: Circulate collated report re fundraising complaints to Board	CSO pre-December Board meeting
Review treatment of complaints which are referred from Supporter Engagement to other Divisions and re-establish process to ensure collated Complaints Report is published in line with the Complaints Policy	SLT CSO to take to final PEC meeting, then update to December Board
Pattern of future Board meetings	Chair and Head of Governance to review, with update to Board pre-December Board meeting

21/52 MATTERS APPROVED BY CONSENT and INFORMATION PAPERS

Matters approved by consent

- Appointment of Hellen Akwii and Sandy Verma as Trustees (until AGM); appointment of Hellen as additional member of Programme Committee
- Trustee Code of Conduct and annual questionnaire revisions
- Approval of revised policies (recommended by SEC or Remuneration Committee respectively):
 - Anti-Slavery Policy
 - Safeguarding Children Procedures-Retail
 - Oxfam GB Ethics and Compliance Policy – US Government Funded Programmes
 - Anti-Slavery Policy and Human Trafficking Policy
 - Safeguarding Adults Policy-Retail
 - Pay & Benefits Philosophy & Structure Policy

Information items

See 21/51 above re the Complaints Update. Otherwise the Board noted the information papers as listed in the Agenda.

Next Meetings:

- December 8 & 9 2021
- Future meetings, and whether proposed to be face to face or by Zoom, to be confirmed

Submitted and approved at a meeting held on 9 December 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 stroke.

.....Charles Gurassa, Chair

Minutes: Judeth Neville, 10 October 2021