

OXFAM GB

BOARD OF TRUSTEES Meeting 27th & 28th April 2022

Minutes

Day One: Oxfam Supply Centre
Day Two: Oxfam House, Oxford

Present: Charles Gurassa (Chair), Angela Cluff (Deputy Chair), Les Campbell (Treasurer), Nana Afadzinu, Hellen Akwii, Ken Caldwell, Nic Cheeseman, Andrew Hind (by Zoom), Annie Hudson (Day Two, items 21/14 - 22-17 and part 22/17 & 22/21 Lois Jacobs, Tunde Olanrewaju.

Apologies: Annie Hudson (Day One)

Attending: Strategic Leadership Team (SLT):

Danny Sriskandarajah, Chief Executive Officer (CEO)
Jane Cunliffe, Chief Financial Officer (CFO)
Alison Court, Chief Transformation Officer (CTO) (Day Two)
Jan Oldfield, Chief Supporter Officer (CSO)
John Plastow, Chief Impact Officer (CIO)
Tina Proudlock, Chief Operating Officer (COO)

Joss Saunders, General Counsel & Company Secretary; Sarah O'Grady, interim Head of Governance (Minutes); Katie-Lee Flanagan, Governance Assistant; Vimal Shah (on Day 2), Union representative;

Other Staff as named in the agenda

On Day One before the meeting a tour of the Supply Centre and briefing by Ed Blagden, Head of the Supply Centre, took place.

22/7 WELCOME AND DECLARATION OF ANY CONFLICTS OF INTEREST

The Chair welcomed everyone to the meeting.

There were no conflicts of interest except the standing potential conflict with regard to OI (Joss Saunders is an OI officer) and Les Campbell as a Director of Oxfam Activities Limited.

22/8 MINUTES OF THE PREVIOUS MEETINGS and ACTIONS ARISING: Board Meeting Minutes 8th & 9th December 2021 and 10th March 2022

Following a discussion, a correction was made to the draft Minutes of the meeting on 8th & 9th December 2021 and they and the draft Minutes of the meeting on 10th March were approved.

The Board reviewed the status update on Actions Arising and subject to comments made, NOTED the report

22/9 Current live issues

22/9.1 The crisis in Ukraine and Oxfam's response

The Chief Impact Officer gave a presentation on the work taking place in Poland, Romania and Moldova. Partnership is at the core of Oxfam's response, with due diligence processes being undertaken. Formal registrations were being made as presences on the ground were being established. So far in excess of 225,000 people had been reached, with a focus on marginalised communities. There had been a strong and very generous public response to the appeal by the Disasters Emergency Committee, of which Oxfam is a founding member.

After discussion, the Board thanked the Executive for their response and work and NOTED the Report.

22/9.2 The crisis in the Horn of Africa

The Chair shared reflections on his recent visit to Kenya accompanied by the Chief Impact Officer and others.

The Chief Impact Officer gave an update from the visit to Kenya and a prior visit to Ethiopia. The indicators are that this is the worst crisis in the region in the last 40 years. As well as the current appeal for support, Oxfam's focus is also on trying to rally support from the international community and Governments. The Board were shown a video to be used to the launch the 'Dangerous Delay' report which is being published jointly with Save the Children.

After discussion the Board thanked the Executive for their work and NOTED the Report.

22/9.3 Investigation in the Democratic Republic of Congo

The Chief Operating Officer gave a presentation to update the Board. The investigation has now closed. Some Staff have been dismissed and brought employment claims locally. Where relevant Staff have left, their references have been updated. There are improved investigation processes in place. A report has been given to the Foreign, Commonwealth and Development Office.

After discussion, the Board thanked the COO and NOTED the Report.

22/10 Core Information Pack: CEO Report

The Report was taken as read.

The Board congratulated and thanked the CEO and Staff for all that had been achieved, including the recent 'Beyond the Barcodes' campaign and NOTED the Report.

22/11 CFO Report including in-year finance update

The Report was taken as read. The CFO reported that the main reason for underspend was changes regarding the Countries in which Oxfam operates, including previously agreed closures of some country offices; Covid-19; and staff vacancies where there has been difficulty recruiting. As Strategic Partner Country funding is flexible over 3 years, the spend may be balanced over that period. There is an increase in the institutional funding pipeline.

After discussion, the Board thanked the CFO and NOTED the Report.

22/12 Quarterly Assurance: CEO Dashboard & Corporate Information Pack

The Report was taken as read. There would be a new Dashboard for the new Financial Year. As the information was to the end of January, information as at the end of the financial year would be emailed to Trustees before the next Board meeting in July.

After discussion, the Board thanked the CEO and COO and NOTED the Report.

22/13 People: update on Staff Engagement Action Plan

The COO gave a presentation on the activities at Corporate and Divisional levels. This includes reviewing Reward, a focus on well-being, education and learning, connection with the cause, workshops and holding focus groups to better understand areas where scores were lowest in the Survey. The actions include Staff based internationally. A new Retail Staff forum has been launched. More Staff were coming into offices and reconnecting in person. There will be another 'Pulse' survey in May.

After discussion, the Board thanked the COO and NOTED the Report.

22/14 Closed Meetings

The Trustees held a Closed Session with the Chief Executive at the end of Day One and with Trustees only at the start of Day Two.

22/15 Transforming Business Services: Progress with Oxfam International

The CTO informed the meeting that she had attended a workshop in Nairobi and reported on the discussions and outcomes, including the progress which was being made. Some systems will be harmonised first, with a final 'go live' in 2025 as planned.

After discussion, the Board thanked the CTO and NOTED the Report.

22/16 Digital transformation: Vision, terms of reference and progress

The Paper was taken as read. The CTO reported on progress since the decision at the Strategy Day in 2021 that a medium-term priority is the reinvention of the delivery model including both the changes (led by Oxfam International) to the global operating model and potential digital opportunities. The scope had been approved by SLT and a proposed digital vision and plan will be brought to the Board at its July 2022 meeting and there will be further discussions at the Strategy Day in September.

After discussion, the Board thanked the CTO and NOTED the Report.

22/17 Update on the Supporter Engagement and Retail Strategies, Marketing Compliance

The CSO and Lorna Fallon, Head of Retail, gave presentations to update the Board on the implementation of the Strategies and to deliver the Marketing Compliance Report for January – March 2022.

There was a very strong performance by Retail, both in shops and on-line, with the best financial contribution for 10 years. Oxfam is well-positioned in the second-hand clothes market. There is a strategy to improve sales capacity and a focus on hearing the voices of Shop Teams, well-being and culture.

Vimal Shah asked questions relating to support in relation to the post-pandemic internal audits and the well-being of shop teams, especially in the run-up to Christmas and the reinvestment of monies saved.

The Board congratulated the Retail Teams for the outstanding performance and the important contribution to Oxfam's financial stability

After discussion, the Board thanked the Executive and NOTED the Reports.

22/18 Impact: Valuing Women's Work

The Paper was taken as read. Clare Coffey, Valuing Women's Workstream Lead (via Zoom) and Irena Guijt, Head of Evidence and Strategic Learning gave a presentation highlighting the work since December 2021 and the planned work to 2024. Partnerships are being developed, some new, some existing as organisations want to work with Oxfam. The presentation included the goals and outcomes over 3 years and ways progress will be measured. As Oxfam is taking a decolonising and partner-led approach, there will be different timescales and ways to implement in Countries and Regions.

After discussion, the Board thanked the Executive and NOTED the Reports.

22/19 Enterprise Development Programme

The Paper was taken as read. The CFO informed the Board that the Programme is Oxfam's multi-country programme providing financial and technical support to small enterprises in 5 countries with an objective to improve the livelihoods of small farmers including women. It commenced in 2008. Building on the success of previous phases its expansion was proposed, working in collaboration with Oxfam Intermon. The work would contribute to Valuing Women's Work's objectives.

After discussion, the Board APPROVED:

- The strategic fit of the new phase of the Enterprise Development Programme
- That the Audit and Risk Committee has oversight for detail of legal structure and management of risks with any approval for any new legal structures reserved to the Board.

22/20 Accountability and Stakeholders within Oxfam's governance system

Barney Tallack, Consultant, joined the meeting.

After an introduction by the CFO, Barney Tallack talked through the key aspects of his paper including the process followed to inform and develop the recommendations which set out where Oxfam's work could be strengthened. The Governance Committee had discussed an earlier paper and contributed to the thinking. A further paper would be brought to the July Board meeting.

After discussion, the Board supported the direction of travel and thanked Mr Tallack and the Executive.

22/21 Board oversight of Committee business: Chairs of Board Committees

Audit & Risk Committee

The approach towards investment was being reviewed, with consideration being given to moving some of the cash balances into a long-term ethical fund. There is a proposal to set up a Pensions and Investment sub-committee of ARC. The timetable for the external audit would be as in previous years.

Governance Committee

The Committee had been considering the upcoming round of Trustee recruitment and due diligence. As included in the Consent Papers, a review of Board Effectiveness would take place with a discussion regarding the outcomes at the July Board. A new Chair of the Charity Commission has been appointed.

Programme Committee

Key matters had been raised under the relevant agenda items.

Safeguarding & Ethics Committee

The meeting included a discussion regarding the investigation in the DRC and a briefing regarding anti-corruption.

22/22 Meeting effectiveness review

Holding the meeting at Oxfam's Supply Centre was welcomed. The agenda between was thought to be more balanced between Oxfam's mission and compliance.

CONSENT AND INFORMATION ITEMS

Matters approved by consent

Trustees approved the proposals by the Governance Committee regarding Trustee recruitment in 2022
Trustees approved revisions to the Trustee Code of Conduct & Non-Trustee Committee Member Code of Conduct
The Board approved the format, content of and process for the Board Effectiveness Review 2022
Charles Gurassa was appointed to be Oxfam GB's delegate to OI Affiliate Business Meetings
<u>Policies</u> Dealing with problems at work Policy: Trustees approved the pre-consultation draft and delegated to Honorary Officers approval of any subsequent changes Volunteering Policy: Trustees approved a revision to the Policy Resolving Differences Policy: Trustees approved a new policy template and a minor revision to the Policy
Trustees approved changes to the Terms of References of the Audit & Risk Committee and the Governance Committee
Trustees approved and authorised the establishment of an association in Romania

Information Papers

The Trustees noted the following information papers:

Serious Incident Reports January – March 2022
Nominations to OI Board Committees
Annual Report from Oxfam Activities Limited
Annual Report from Oxfam Services Limited
Annual Return to the Charity Commission 2020-21
Decisions made by Honorary Officers

Standing information item: Board forward planner
Standing information item: Board and Committee dates: Governance Calendar
Standing information item: Committee and subsidiary Board meeting minutes: Governance Committee November 2021
Standing information item: Oxfam acronyms

Dates of next meetings:

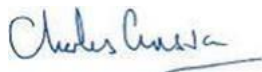
27/28 July by Zoom

28/29 September Strategy Day

23/24 November Oxfam House

After the meeting there was an informal gathering of Trustees and Staff in Oxfam House.

Approved 27th July 2022



Charles Gurassa, Chair