



OXFAM Great Britain

**Terms of reference of the Board of Trustees
Approved by Board of Trustees [8 July 2021]
[Revised 28 April 2022 and 27 July 2023]**

1 The Board of Trustees¹ Terms of Reference

The members of the Board of Oxfam Great Britain (OGB) are the Trustees of OGB and (in company law) its Directors. The Board has overall responsibility for providing direction and stewardship of OGB for the public benefit. To do so, the Board is responsible for delivering the following governance functions, some of which are achieved by working in partnership with the Chief Executive Officer (CEO) and other members of the Strategic Leadership Team (SLT). Some functions are delegated to Board Committees to review in detail although all Trustees retain collective responsibility for all decisions made and actions taken with their authority.

1. To establish the Vision, Mission and Values in line with OGB's charitable objectives and ensure the organisation lives up to them. In so doing it is responsible for preserving OGB's reputation.
2. To set strategic direction, approve strategic plans, agree OGB's key areas of priority and ensure it has the capacity to deliver these.
3. To define objectives, set targets and evaluate performance against agreed targets. This includes ensuring that the necessary management information systems exist to assess OGB's performance and progress in meeting its objectives. These will include the evaluation of operational effectiveness and efficiency and of impact, compliance with laws and regulations and the reliability of management and financial information.
4. To ensure OGB takes reasonable steps to protect from harm people who come into contact with OGB, including by adopting appropriate policies and practices in connection with safeguarding and people protection.
5. To manage OGB's resources responsibly, including by:
 - ensuring the financial viability of OGB and its trading subsidiaries
 - approving a three-year financial strategy, annual income and expenditure budgets and any multi-year plans
 - being responsible for OGB's fundraising and other income generation, including by agreeing and then monitoring OGB's approach to and pipeline for fundraising and other income generation and
 - ensuring proper investment of funds.
6. To oversee OGB's relationship with Oxfam International (OI) and to monitor the activities carried out by OI on behalf of OGB, in particular the management, quality and impact of country programmes, risk management in relation to those programmes, and security services.
7. To agree financial procedures and authorities, including the Reserves Policy, loans, overdrafts and liquidation of investments.

¹ The Board's formal name, under Oxfam GB's Memorandum & Articles, is "Council". Council decided in March 2021 to adopt the name "the Board" or "the Board of Trustees"

8. To approve key policies that carry significant financial, legal or reputation risk, being those listed as “core policies” in the Policy Register
9. To appoint, support, provide direction to and manage the performance of the CEO; to approve the remuneration of the CEO and other SLT members; to approve OGB’s Reward Policy.
10. To provide insight, sound judgement and constructive challenge to the CEO and SLT.
11. To ensure a risk framework is in place to support appropriate decision-making and actions to mitigate the risk of harm to people or Oxfam GB.
12. To act in OGB’s best interests, including by properly dealing with any conflicts of interest or loyalty (or any perceived such conflicts).
13. To ensure that OGB functions within the legal, charitable and financial requirements of a charity and meets regulatory requirements. This includes ensuring OGB carries out its charitable purposes for the public benefit.
14. To approve the Annual Report and Accounts and to recommend to the Annual General Meeting the appointment of the external auditors.
15. To co-opt until the next Annual General Meeting any replacement or additional Trustees and to appoint the Board Chair, Deputy Chair, Treasurer, any other Honorary Officer, and Committee Chairs.
16. To regularly review the performance of the Board, its Committees and the people who serve on them and to approve the Code of Conduct which applies to Board and Committee members (in addition to the One Oxfam non-staff Code of Conduct).
17. To listen to the views of the widest range of stakeholders and to ensure OGB is accountable. This includes to give account of the Board’s and OGB’s actions in appropriate ways to donors, regulatory bodies, community members, partners and staff and volunteers, other stakeholders, and the public, as required by law and good practice and to act in accordance with the Nolan Committee’s Seven Principles of Public Life (selflessness, integrity, objectivity, accountability, openness, honesty, and leadership).
18. In addition, as company directors Trustees have a duty² to act in the way they consider, in good faith, would be most likely to promote OGB’s success to achieve its charitable purposes.

In carrying out that duty, the Trustees should have regard (amongst other matters) to:

- The likely consequences of any decision in the long term
- The interests of OGB’s employees
- The need to foster OGB’s business relationships with other key stakeholders, as outlined in 17 above
- The impact of OGB’s operations on the community and the environment
- The desirability of OGB maintaining a reputation for high standards of business conduct

² Section 172(2) Companies Act 2006
Version 1.8

Basic Principles

1. In discharging the responsibilities listed above the role of the Board is to ensure that OGB is well managed, rather than to manage it themselves. Day to day implementation of policy will be delegated to the CEO and through the CEO to the rest of the operational leads forming the SLT. The Board's responsibilities are to ensure that proper procedures and checking mechanisms are in place so that it can be certain that management is doing its job in a cost-efficient and effective way and that staff with the calibre needed to discharge their responsibilities are in post.
2. This in turn requires that the CEO of OGB is accountable to the Board for the effective management of OGB, for implementing policies and achieving the objectives laid down by the Board and for appointing suitable staff.
3. In addition to serving OGB as the Board of Trustees, Trustees will be expected to serve on one or two Board Committees (or to chair the board of directors of an OGB subsidiary company). In addition most Trustees will also contribute to OGB by making available their specialist skills and experience. It is most important that they make a clear distinction between when they are serving OGB as a Trustee and when they are serving OGB in any other voluntary capacity, for example as an adviser.
4. Trustees, advised by the CEO and SLT, are responsible for setting the objectives and key policies of the organisation. The CEO and SLT then develop more detailed strategies, policies, objectives and the goals of OGB, both annual and longer term, and report on their achievement. The Trustees must consider, appraise, question and, where appropriate, challenge and improve these strategies, policies, objectives and goals. They must review the performance of the CEO and take appropriate action when they are not satisfied with it. The review of the CEO'S performance would normally be undertaken by the Chair on behalf of the Trustees after appropriate consultation with Trustees. Part of their role is to support, encourage, challenge, stimulate, help and, where justified, criticise the performance of the CEO and their senior colleagues.

Membership and Meetings

1. The Board may have 10-14 members (or up to 16 when the Board includes a Chair- and Treasurer-designate) and will typically have around 12 members.
2. Terms of office will be for a maximum of three years, renewable once for a maximum of five years (but typically in practice only for a maximum of three years).
3. The quorum will be 6 trustees.
4. Most decisions will be taken by consensus. Where a consensus cannot be achieved, decisions will be taken by a majority of members in attendance, with the Board Chair having an additional casting vote only in the case of a tied vote.
5. The Board can hold meetings by telephone conference or audio-visual means and make decisions by written/email resolution.
6. Board members will accept collective responsibility for all Board decisions.

7. Meetings will normally be attended by the CEO and other members of the SLT, other than any part/s of any meeting which the Chair decides should be open only to Trustees. With the prior approval of the Chair, all or part of any meeting will be attended by other senior executives and staff as required.
8. The Board will have at least four meetings each year which are scheduled at least a year in advance ("the Scheduled Board Meetings"), along with a Strategy Away Day/s each year, and such other ad hoc meetings as may be required.
9. An officer of one of Oxfam Unite or Independent Oxfam Union, acting as staff representative, will be invited to attend each of the Scheduled Board Meetings along with any ad hoc Board meetings at which Board decisions are expected to be taken.

Reporting

1. Minutes of the Scheduled Board Meetings and of any ad hoc Board meetings at which Board decisions are taken will be made available on OGB's website following approval by the subsequent 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.
2. The CEO and SLT are responsible for communicating the proceedings and outcomes of Board meetings to staff and other stakeholders as appropriate.