

TERMS OF REFERENCE

Group name:	Strategy Implementation Oversight Committee
Status of the group:	Committee of Oxfam International Board
Approved on:	22 October 2021
Last reviewed on:	22 February 2024

Oxfam's governance structure is underpinned by 6 key principles: global balance, power sharing; simplicity and effectiveness; leveraging knowledge; mutual accountability and transparency. The structure facilitates who we as Oxfam strive to be, how we work, what we want to achieve, and our ambition to become a more diversified global network that is relevant, resilient, and impactful into the future.

These Terms of Reference derive from the OI Constitution and Rules of Procedure; are aligned to the OI Board's mandate and 3-year workplan (2024-27); and are subject to approval by the OI Board. In all matters, the Committee shall endeavour to uphold Oxfam's Values, commitment to intersectional diversity and enhancing a Decolonial Feminist approach across our governance architecture. As such, all Committee processes will endeavour to be fair, inclusive, accountable and transparent in line with good governance practices.

Purpose

The Strategy Implementation Oversight Committee (henceforth "the Committee") serves as an advisory committee of the OI Board that is responsible for overseeing the implementation and results of Oxfam's global strategy, and confederation-wide alignment with the Horizon Roadmaps.

The Committee assess progress made in the implementation of Oxfam's global strategy and considers reports that facilitate joint learning and the development and use of innovation and knowledge towards achieving Oxfam's strategic goals and objectives.

The Committee pays particular attention to overseeing commitments made to fight inequality through a multi-dimensional and intersectional approach; to Oxfam implementing a Decolonial Feminist approach in all its analysis, action and interaction; to safe programming across regions and by all parts of the Oxfam confederation; to our commitment to 'being humanitarian' and working with and for communities before, during and after crisis; and the consistent integration and implementation of commitments to global balance, diversity of voice and a transformational approach to partnerships

Duties

On behalf of the OI Board, the Committee is tasked with:

- Overseeing the implementation and results stemming from Oxfam's global strategy;
- Monitoring alignment of strategies to the Horizon Roadmaps and its implementation;
- Overseeing progress towards building trust and culture across the Confederation;
- Discussing and assessing the relevance of Oxfam's involvement in crisis;
- Enhancing learning, communication and mutual accountability across the confederation;
- Oversight of strategic, programmatic and influencing risks and related mitigation measures, working with the Finance, Risk & Audit Committee.

- Overseeing the implementation of policies as they relate to Oxfam's global strategy (within the general principles and frameworks established by the OI Assembly) for recommendation to the OI Board.

Accountability

The OI Board supervises the work of the Committee and is ultimately responsible for its performance. As such, the Committee is accountable to the OI Board and shall formally report to it:

- at each OI Board meeting on matters relating to the Committee's duties;
- on any significant matter that may be relevant for the overall wellbeing of the Confederation;
- between meetings if considered appropriate by the Committee, or whenever requested by the OI Board.

The Committee shall make whatever recommendations to the OI Board it deems appropriate on any area within its remit where action or improvement is needed.

Ways of working

The Committee shall:

- Work in a way which accords with the values and principles of the Confederation;
- Be influenced by and exemplify a rights-based approach, ensuring that its decisions are considerate of diversity and are in line with Oxfam's policies and Decolonial Feminist approach;
- Liaise closely with a designated member of the OI Executive Leadership Team, as agreed with the OI Executive Director, and request the support of the OI Executive Leadership Team and/ or OI Head of Governance as necessary to effectively carry out its duties;
- Work within available resources to ensure that its members are given appropriate and timely training/induction to fulfil their duties;
- Regularly review its performance, membership, and terms of reference to ensure it is operating optimally and recommend any changes it considers necessary to the OI Board;
- Support members, including and especially co-opted members, to enhance engagement and accessibility.

Members

The membership of the Committee shall accord with the following:

- The OI Board shall appoint at least three OI Board members for Committee membership;
- The Committee shall seek to have diverse membership and shall have at least one independent and at least one non-independent member of the Board;
- The Committee Chair shall be appointed by the OI Board, from among the OI Board members of the Committee;
- If the Committee Chair is not present at a meeting, the Committee may itself appoint a meeting chair from among its members;
- The OI Board Chair will be an ex officio member of the Committee and as such shall not be included in the count of the at least three Board members appointed to the Committee. The Chair may, at their discretion, delegate ex-officio membership of the Committee to the OI Deputy Chair;
- If an OI Board member serving on the Committee leaves, and as a result there are fewer than three OI Board members serving on the Committee, that member shall be replaced as soon as possible;
- The OI Board members serving on the Committee may choose to co-opt other individuals, whether internal or external to Oxfam, to be members of the Committee following a fair and transparent process and within the limits placed on the total size of the Committee;

- The total number of members of the Committee, shall not exceed two-thirds of the number of OI Board members;
- Members shall serve on the Committee for a term of up to three years, renewable once;
- The Committee may invite relevant Oxfam staff to attend meetings on an ad-hoc or standing basis, as it sees fit;
- To ensure the effectiveness of the Committee, members are expected to make reasonable endeavours to attend, prepare for and contribute to all meetings and otherwise contribute to the work of the Committee;
- Where a member is unable to attend a meeting, they should inform the Committee Chair as soon as possible before the meeting and where possible, send written comments on the agenda items and papers. If a member fails without good reason to attend 3 consecutive planned meetings, the Committee Chair will bring this to the attention of the Board Chair, and they may be asked to stand down from the Committee.

Meetings

The Committee shall:

- Meet at least four times a year, usually virtually, unless coinciding with a face-to-face OI Board meeting. If there is a face-to-face meeting, any co-opted members (and/ or other participants) may join virtually;
- Convene at the request of the Committee Chair or at least 2 of its members;
- Other than in exceptional circumstances at the discretion of the Committee Chair, give notice of each meeting to each member at least one week before the meeting. The notice will specify the location, time and date of the meeting along with an agenda of items to be discussed and will, whenever possible or available, be accompanied by supporting papers;
- Require a quorum of 50% of its membership for validly taking decisions or making recommendations;
- Endeavour to work by consensus and, where it is not possible for the members of the Committee to reach consensus on a matter, it shall be referred to the full Board for further deliberation;
- Invite the OI Executive Director ex officio to all its meetings, unless the Committee Chair considers that, exceptionally, the Committee should meet without the OIED being present. The OIED may deputise attendance at any Committee to any of their Executive Leadership Team.

Conflict of interest

- The Committee Chair shall ascertain at the beginning of each meeting the existence of any conflicts of interest;
- Any conflicts will be minuted and managed in accordance with the Rules of Procedure 20.4-5.

Minutes of meetings

- The minute-taker shall record the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance;
- After having been approved by the Committee Chair, draft minutes of meetings, mentioning the issues discussed and the recommendations and/or decisions made on each of these, shall be circulated as soon as possible to all members of the Committee;
- Approved minutes and Committee decisions shall be made available to the OI Board who shall have authority to share the minutes, or agreed extracts thereof, with other key stakeholders.

Decisions by written procedure

The Committee may make decisions by written procedure provided these are approved by a unanimous decision of the members of the Committee entitled to vote and in respect of whom no personal direct or indirect conflict of interest exists with respect to the items concerned.

Authority

The Committee is authorised to:

- Obtain external legal or other professional advice on any matter within its Terms of Reference where it believes it necessary to do so, and subject to the support being available pro bono, offered by an Affiliate or within available resources;
- Establish a sub-group to undertake any specific task on behalf of the Committee, provided that the remit of the sub-group is fully within the remit of the Committee, is clearly defined and agreed by the Committee, is time-limited, and the sub-group reports regularly to the Committee.

END