

---

## ODI SALES LIMITED – BOARD VACANCY

### BACKGROUND

ODI has been at the forefront of producing evidence, convening debate and promoting ideas to address global challenges for 60 years. We have been thought leaders, critical friends and policy advisers to governments, heads of state and international agencies, and agenda setters for global processes and changemakers.

ODI has a trading subsidiary, ODI Sales Limited, which exists to generate funds for the parent charity, and to carry out research on development and humanitarian issues where for tax, legal or commercial reasons this is better managed through the trading subsidiary. The turnover of ODI Sales in the last financial year was £7 million.

### THE ROLE

This is a specialised role with a remit to ensure that ODI Sales Limited operates in a manner that is supportive of the parent charity, but also that it acts in its own best interests. Knowledge of charity trading and taxation issues, especially VAT, would be extremely useful.

#### **Key responsibilities:**

- Ensure ODI Sales's financial and operational viability including review of financial statements and financial reports presented to the Board of Directors, and ensure that appropriate accounting procedures and controls are in place to safeguard ODI Sales' assets;
- Ensure that ODI Sales activity is undertaken in a tax compliant and efficient manner;
- Ensure that ODI Sales has an appropriate risk management policy and processes in place;
- Ensure that the relationship with ODI charity is appropriately managed and that decisions of ODI Sales are taken in the best interests of the company.

### REQUIREMENTS

- Formal accountancy qualification;
- Understanding of taxation issues and their impact for charities and trading subsidiaries;
- Have a demonstrable understanding of corporate governance issues, especially finance, compliance and reporting requirements of charities;
- Have an understanding and acceptance of the legal duties, liabilities and responsibilities of directors;
- Have an interest in the wider work of ODI.

The post is for a term of 3 years, and may be extended for a maximum of two further terms. There is no remuneration for serving on the Board, as appointments are on a voluntary basis, but reasonable travel expenses will be met.

---

## TIME COMMITMENT

The time commitment is, currently, two meetings per annum plus time for pre-reading of papers, plus occasional interaction with ODI staff on specific issues. It is possible that this commitment may increase slightly in due course.

## Diversity

ODI is strongly committed to increasing diversity in all its forms at all levels of the organisation. We are building a culture where difference is valued and want that reflected at Board level. We particularly encourage applications from those who identify as disabled, LGBT+, ethnic minorities, and come from diverse social and educational backgrounds.

## HOW TO APPLY

If you are interested to become a Director, please write by the **28<sup>th</sup> August 2020** to our Company Secretary, Teja Zbikowska at [t.zbikowska@odi.org.uk](mailto:t.zbikowska@odi.org.uk) with:

- your CV;
- a personal statement setting out your motivation in applying for the role.

Expressions of interests are reviewed by the Board and feedback will be provided within 3 weeks of application. If you are shortlisted, you will be invited to an interview with a panel drawn from members of the Board and Executive Staff.

If you have any enquires on any aspect of the appointment, please email Teja Zbikowska at [t.zbikowska@odi.org.uk](mailto:t.zbikowska@odi.org.uk)



**Evidence.  
Ideas.  
Change.**

**ODI**  
203 Blackfriars Road  
London SE1 8NJ

+44 (0)20 7922 0300  
[info@odi.org](mailto:info@odi.org)

[odi.org](http://odi.org)  
[odi.org/facebook](https://www.facebook.com/odi.org)  
[odi.org/twitter](https://twitter.com/odi.org)

**ODI is an independent, global think tank, working for a sustainable and peaceful world in which every person thrives.**  
We harness the power of evidence and ideas through research and partnership to confront challenges, develop solutions, and create change.

This is a draft document only and is not for circulation.

© Overseas Development Institute 2018.

---

## ABOUT ODI

### **Evidence. Ideas. Change.**

The Overseas Development Institute (ODI) is an independent, global think tank, working for a sustainable and peaceful world.

ODI produces and promotes evidence and ideas through research and partnership to confront challenges, develop solutions and create change.

### **Responding to a changing world**

Established in 1960, ODI is a non-partisan, non-profit and evidence-driven think tank. With more than 240 staff and ODI Fellows in 30 countries globally, it exists to have real impact for those who need it most.

ODI offers a distinctive mix of research, convening and communication power, which has made the organisation the leading think tank for humanitarian and international development issues in the UK for 60 years.

During this time, remarkable gains have been made against critical measures – such as life span, literacy and food security - for the world's poorest people. These gains were not inevitable, nor are they irreversible. In the current global context of profound change and deep uncertainty, the world faces many shared challenges, such as climate change, inequality, geopolitical volatility, violent extremism, financial instability, backlash against human rights, especially women's rights, and uncertainty about the future of work.

In the face of these challenges, ODI aims to bring multiple perspectives, disciplines and tools to understand the complexity and interconnectedness of the issues at stake. The organisation works with a wide range of partners to collect robust evidence, find and test creative solutions, and engage with those who have the power to change policy, practice and approach.

As such, ODI works on a wide range of topics, across a variety of countries and regions: climate, environment and energy policy; conflict, risk and natural hazard-related disasters; economic development, finance and aid; governance, politics and justice; poverty, inequality and social policy; migration; women's rights; digital transformation. More on the organisation's major research themes, programmes and partnerships can be found [here](#).

### **ODI@60**

The world will never address global challenges through development cooperation alone. Achieving the Sustainable Development Goals and tackling the climate crisis will require a global effort that spans communities, governments, business and civil society.

As ODI enters its 60<sup>th</sup> year, we are challenging decision makers, thought leaders and visionaries to think differently through a series of discussions about global challenges. ODI@60 is convening in London and around the world, and hosting online dialogues about the future of development and global affairs. We are working with partners to ask

---

difficult questions and tackle the gritty issues, and to amplify the voices of those traditionally left out of the development debate.

Key global challenges we are exploring include:

- Tackling the climate emergency
- Navigating the future of work
- Reclaiming international cooperation for migration
- Breaking the backlash against women
- Understanding violent behaviour
- Getting to zero in the fight against inequality

## Our values

Independence	High quality	Fairness, diversity and equality	Working together
			
<p>Our work is independent from our funders. Staff are able to challenge donor thinking and policy and the wider development consensus.</p>	<p>We ensure best practice, innovative approaches and continuous improvement in our research, policy advice and public affairs.</p>	<p>We treat all staff and partners fairly and with respect.</p>	<p>We continuously try to foster better relationships throughout the organisation. We believe that by working together in a supportive environment, we will achieve more and have greater impact.</p>

---

## ODI GOVERNANCE STRUCTURE

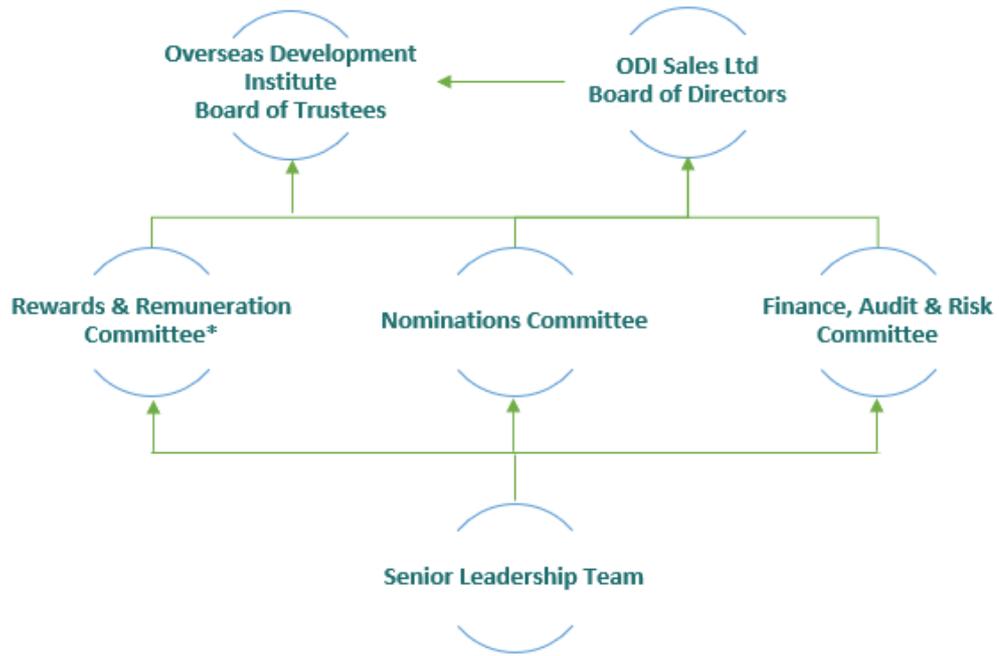
ODI is a charitable company limited by guarantee. The Institute is governed by a Board of up to 12 [Trustees](#), chaired by James Cameron. ODI aims to maintain an international and balanced Board of Trustees to include research, academic, business and political expertise and knowledge, as well as diversity. Trustees are both Charity Trustees and Directors under UK charity and company law.

The Charity has a wholly owned trading subsidiary, ODI Sales Limited, which provides an alternative corporate mechanism to further the charitable objectives of ODI. ODI Sales Limited currently has a Board of three Directors, who are also Trustees of the Charity. Both the Charity and the trading subsidiary have a Memorandum and Articles of Association as their governing documents.

The Board is responsible for strategy, reviewing progress against business and strategic plans, results versus the budget, the final income and expenditure for the year, new or amended policy, risk management and other applicable current projects. Its role is to direct, challenge and guide management. They also meet informally to review strategic priorities and deepen the understanding of specific research and advisory projects.

The Board of Trustees is ultimately responsible for ODI's and ODI Sales' Limited governance and internal controls. The Board is supported by 3 sub-committees listed below, and the Senior Leadership Team led by the Chief Executive, Dr Sara Pantuliano:

- Finance, Audit and Risk Committee, which meets four times a year in advance of each Board meeting;
- The Reward and Remuneration Committee, which meets at least once a year to assess staff pay awards and SLT salaries; and
- The Nominations Committee, which meets once or twice a year depending on requirements, makes recommendations to the Board for new potential Trustees and the reappointment of Trustees.



*\* Committee Terms of Reference under review*