Joint Meeting MSF-Holland and MSF-Germany
22nd of April 2004

DRAFT

Participants:
MSF-H Board: Lisette Luykx, Egbert Sondorp, Albertine van der Veen, Peter Knulst
MSF-H Office: Austen Davis, Hans Grootendorst, Ruud Keulen
MSF-D Board: Stephan Krieger, Maria Lisch, Wim van der Helm
MSF-D Office: Ulrike von Pilar, Anja Oumier, Ewald Stals, Olaf von Maydell
Jutta Eich (Minutes)

Discussion Papers:
- Memorandum of Understanding (Draft from 21th of April 2004)
- What would be a success for MSF-Germany (Draft by Austen)

Objectives of the Meeting:
Discuss ‘Shared Operationality’ of MSF-D and MSF-H on Board Level referring to questions such as:
- Find out Who is standing where in terms of vision and ambitions for the future.
- What does ‘Shared Operationality’ mean for the two sections on the executive and on associative level?
- Define legal aspects of the cooperation.
- Define how the process should be monitored and evaluated.

Agenda
The following topics have been discussed with regards to the Memorandum of Understanding.

1. Vision
2. Governance:
   2.1. Annual Plan and MTP
   2.2. Appointments
   2.3. General Assembly Resolutions
   2.4. Conflict Management
3. Areas of Success
4. Liability ~ Board
5. Do we need more Documents?
**Topic 1: Visions**

Do both sections share the same visions regarding the future development of ‘Shared Operationality’? Where do we want to go? What do both sections aim for?

The **German Board** confirms: MSF-D is not aiming at becoming a 6th Operational centre. Sharing Operationality should first of all aim at improving the quantity and quality of operations of MSF as an international movement. Building a desk in MSF-D within the portfolio of MSF-H is a chance for a different contribution of MSF-D to the whole movement and to develop something new within the Amsterdam Group. MSF-D is highly committed to work within the Amsterdam Group but will also continue to co-operate with the other sections. The German Board is aware that taking over operational responsibility will certainly change the nature of the office and might affect the dynamics of the association as well.

So far MSF-D has not formulated a five year plan. Until the end of the MTP the idea is to start the desk model with two countries and grow a full desk with 6 or 7 countries. Defining the future beyond the end of 2005 should be discussed at a later stage.

The German Board is aware that taking over operational responsibility will certainly change the nature of the office and might change the association as well.

The **Dutch Board** supports the idea of ‘Shared Operationality’ in order to increase operations. The steering of the process of its’ development should take place integrated within the ‘group system’. The nature of the Amsterdam Group will change therefore new processes of conflict management and decision making will need to be installed.

**Topic 2: Governance**

What is the boards’ responsibility within the process? Will the co-operation affect the two boards? How can a closer collaboration be organised? Is the current system sufficient or is there a need for a change?

What is the Status Quo?

Currently the **German Board** consists of max. 12 members, 9 elected and 3 co-opted (international members as well as experts) There are eight board meetings per year plus six/a monthly teleconference. One of the German Board members is a co-opted member of the Dutch Board.

The **Dutch Board** will be reconstructed and downsized from 25 to 13 members. Instead of two Boards there will be only one consisting of seven elected members, three co-opted from PS (MSF-Canada, UK, Germany), plus three co-opted experts. The Dutch board meets five times per year, goes on a board retreat once a year and holds teleconferences on a regular basis.

Both boards work on a strictly voluntary basis. There are no paid members.

A more intensive cooperation on Board level was considered to be necessary for information sharing, advice and general trust building. The Dutch Board will be the decision group with co-opted members of the PS. In order to increase the exchange between the two sections on board level it was agreed that ideally a Dutch board member will join the German Board in the future. For practical reasons and to decrease the workload of the co-opted members, the Boards will try to organise the board meeting agendas according to the relevant topics. Additional mechanisms including and involving UK and
Canada should be developed. A ‘London type of meeting’ once or twice a year with representatives of the boards of the Amsterdam Group and the executives was considered a possibility.

There might be the need for other platforms. The idea of a joint Amsterdam-Group-Board as an advisory group was discussed but considered not to be necessary at this stage.

2.1. MTP and Annual Plan
It was decided to attempt constructing a common MTP in 2005 on which the four separate Annual Plans should be based on each year. The Annual Plans will remain under the responsibility of the home board. Future London type of meetings should be part of the MTP process.

2.2. Appointments
For the appointment of the Dutch General Directors it was agreed that there should be an explicit involvement of the PS. (MSF-D, UK and Canada) E.g. one person could be part of the selection committee and represent the other sections. A direct board involvement of the PS was not considered to be necessary.

MSF-H should continue as before to be part of the selection committees for the appointment of GDs in the PS. The Director of Operations (DOP) should always be involved in the appointment of new Operational Directors in MSF-Germany.

(Hier fehlt noch was – was ist mit der Besetzung des DOP ?)

2.3. General Assembly Resolutions
Are there potential areas of conflicts due to the new cooperation of the two associations? Is there a need for conflict management tools and agreements?

At the moment MSF-D has 180 members with full voting rights, plus 3000 support members without voting rights.
MSF-H consists of 600 members, 500 members with full voting rights and 100 office members with restricted voting rights.

Potential conflicts due to different resolutions of the different associations concerning operational activities, testimonage etc. could in the future arise. It was decided that the formulation regarding conflict management in the MOU, pg. 7, should be sufficient for the next two years. It remains to be seen, if further platforms and tools will be needed.

“It is clear that the final responsibility for the direction of MSF Germany and her place and role in German society lies with the GD in Berlin, under the direction of the MSF Germany Board. Likewise the DOP in Amsterdam, under the direction of the Amsterdam GD, has final responsibility for all humanitarian medical interventions managed by MSF-Germany.”

(MOU, pg.7)
2.4. Conflict Management

Is chapter 7 of the MOU sufficient for conflict management between the two sections, or is there a need for other tools and agreements?

In the light of the upcoming departure of both current General Directors it was agreed, that there might be a need for more than just commitment, trust and positive thinking. On the other hand, coming up with detailed procedures and mechanisms at this time seems pointless. It was decided that in case of severe conflicts on the executive level the board should be consulted. Both presidents are to take the initiative and involve the boards in conflict management. The individual mechanisms have to be decided case by case. For the next two years the need for additional tools should be monitored.

Topic 3: Areas of Success – monitoring and evaluation

How can the co-operation be monitored and evaluated?

Discussion paper: Austen’s paper on “What would be success for MSF-Germany?”

It was agreed that there should be an evaluation process of the cooperation by the end of 2005 reflecting a two year period from the start of the operational phase in 2003 to the end of 2005. The evaluation could i.e. be a qualitative report, based on interviews and figures (FTEs, costs etc.). The evaluation should not concentrate on proving that the model of ‘Shared Operationality’ worked in order to continue, but defining the problems that might lead to stop the continuation. The Evaluation should also be regarded as a monitoring process to improve the co-operation in the future.

Austen’s paper therefore was considered to be a start. It needs to be further developed and tackle the problem from another perspective. The four main objectives have already been agreed on. Clear indicators should be identified.

Topic 4: Liability ~ Board

Are there open questions regarding the overall liability of ‘Shared Operationality’?

The structure of the model entails that the overall responsibility lies with MSF-H. The Dutch board has the ultimate responsibility and the ultimate decision powers. Different topics and scenarios such as registration issues, HRM questions etc. will have to be checked separately. Ruud Keulen and Olaf von Maydell will look into the topics with the support of lawyers. There is no need to add anything within the MOU.

Topic 5: Do we need more Documents?

The MOU

In order to define the future cooperation and base it on common grounds a Memorandum of Understanding has been produced. The MOU is supposed to be an agreement between the Executives discussed and agreed to by the two Boards. The Boards might want to add a Board-to-Board-Agreement as an Annex to the MOU. Questions of responsibility and liability will have to be checked with the support of lawyers. If necessary a third document - a legal document, regulating the process and defining terms of liability between the two organisations - will follow.
Final Decision
The two Boards formerly agreed to the MOU as it is. There will a Board-to-Board-Agreement as an Appendix to the MOU. The MOU covers the initial period until the end of 2005 and should then be reviewed.

At the end of the meeting: The Memorandum of Understanding was signed by the two directors. (Final version in copy attached)