Minutes OCA-Council Meeting  
Friday October 10th, 2008  
09h30 – 18h00 Afghanistan  
APPROVED

Present: Pim de Graaf (chair), Anita Janssen, Paul Foreman, Christa Hook, Johannes Leidinger, Jennifer Weterings  
OCA-MT present as of 14h00: Hans van de Weerd, Marilyn McHarg, Clair Mills, Michel Farkas, Arjan Hehenkamp, Leslie Shanks, Wouter Kok, Frank Dörner, Marc Dubois  
Excused: Martin Baehr, Joanne Liu, Joni Guptill  
Facilitator: Nick Zienau  
Guests: David Segal and Ian Vale from =mc by TC, Thijs van Buuren (Controller)  
Minutes: Margreet Kamp

Agenda

1) Objectives / expectations of this meeting  
2) Review of recent decisions and current actions  
   a. Minutes previous meetings  
   b. Section Update  
   c. Cooptation Secretary in OCA Council  
   d. ToR OCA-C chair  
   e. Legal entity  
   f. Associative life in the field  
   g. IC/ICB update  
   h. 4M reporting  
3) Feedback from OCA-MT evaluation  
4) Our diagnosis, where are we with OCA? (OCA-C only)  
5) 8M  
6) Framework for Annual Plan  
7) Security Policy  
8) OCA: where we are, how we proceed (OCA-C and OCA-MT)

Pim opens the meeting at 09h30 and introduces the Council members. Johannes and Jennifer (representing MSF-G and MSF-C on an ad hoc basis) arrive well-prepared, thanks to briefings by their colleagues. Further he introduces Nick Zienau. Prior to the meeting, Nick Zienau interviewed almost all participants about their priorities regarding the OCA. He explains that his intention during this meeting is helping the OCA-C with the governance issues. He will stay out of the content, but will make process interventions (trying to find synergies in discussions where seemingly there are only arguments and differences in opinions). Participants can also call on Nick to step in.  
Pim suggests adding as agenda point: The Role of the Council (What are we for, and how will we achieve this?).

1) Objectives / expectations of this meeting

Main objective MSF-UK:  
Christa and Paul need to go back to their Board with a clear outcome on the Structure (e.g. composition of the Council) and Governance (e.g. role and functioning) of the OCA.
Following the interviews, Nick Zienau summarises the UK position as: the OCA-C should stay remote, should steer and not get involved in management details. The UK section thinks that the role of the president of MSF H and that of the Chair of the OCA Council are different roles.

**Main objective MSF-Canada:**
Jennifer wants to report to her Board how the OCA-C is going to work together, and stay committed. Canada faces the problem of distance, and therefore calls for a conscious cultural shift to become a global organisation (more virtual meetings).

**Main objective MSF-Germany:**
Johannes stresses the importance of the Council members being open-minded, and speaking on behalf of their Board. MSF-Germany is united in their commitment to internationalisation and needs to know how the OCA can contribute to the movement. Meanwhile they do accept the transitional phase of the OCA, and want to work on proper steering of the OCA-MT. In January the German Board will do a self-evaluation, focussing on the governance structure of the OCA (what is the role of MSF-Germany within the OCA in terms of shared operations and shared responsibilities) and what will be the longer-term perspective.

**Main objective MSF-Holland:**
Anita and Pim explain that MSF-Holland wants to solve the legal structure. In this transitional phase of the OCA we are facing duplications and double roles in the governance model. Legally speaking the MSF-H Board is still responsible and that is why the double reporting takes place – which takes a lot of time/energy from the MT and the MSF-H President and second Council-member. Recently, suggestions have been made that the MSF-H Board and its President are micro-managing the executive. Pim wants to clarify that he or his predecessors are not involved in day-to-day management of the executive. He speaks with the MSF-H GD about 10 minutes per week on a regular basis plus, occasionally, for ad hoc matters by phone or F2F, but this does not mean that the MSF-H President is more involved in the operations of OCA. Because of being based at the Operational Centre location, the MSF-H President is participating in the ICB and the MSF-H GD is participating in the ExCom, but these contacts are related to the international movement and not to the operations of OCA.

### 2) Review of recent decisions and current actions

Pim suggests to skip this agenda item and to give priority to defining a unified OCA-C position on the role of the OCA-C (clear rules and framework of tasks) and how are we going to make the next steps (decision-making process and planning). This will be the input for the meeting together with the OCA-MT later on, and should help supporting and steering the OCA-MT. All agree that the OCA-C should also define reporting requirements for the OCA-MT (how does the OCA-C wants to receive the information from the OCA-MT/how should the 4M, 8M, 12M and AP figures being presented). A financial update by the Controller is added as extra agenda item.

### 3) Feedback from OCA-MT evaluation (lead: =mc)

At 11h25 David Segal and Ian Vale, from the Management Centre, call in, and elaborate on the ppt-presentation that is shown on screen.
The outline (slide 2) follows the format of the questionnaire. Ian adds that this presentation reflects the very straightforward outcome of the questionnaire; interpretations from =mc have been left out on purpose. The complete report will be available within the next weeks. In the final report a table of raw data will be included (without mentioning names). These data will remain within the Council, and should be treated with confidentiality. The rest of the report will be communicated to the OCA-MT and the Platforms as well. It is agreed that a table with the sectional views will be included as well.

**The Council members are asked for their first reaction, conclusion or observations:**

Paul: Communication on progress by OCA-C and OCA-MT is failing; especially the departmental level is unaware of the Manifesto, synergies, etc. The OCA-MT and the MSF-H MT are too closely intertwined. In the UK we have Board links; maybe we could replicate this for the OCA-C, in order to have a two-way communication.

Jennifer: there is no new information for me, we know this!

Christa: I was struck by expectation that the OCA will necessarily bring efficiency gains. We seem to have forgotten that the OCA-C was never started for efficiency reasons... Splitting the 4 GDs from the OCA-MT was mentioned quite often.

Johannes: Communication is perceived badly, especially in the Platforms. I noticed also the mentioning of the overlap OCA – MSF-H.

Anita: I noticed a real interest in going forward. Basically Operations work and are not hampered by OCA-Council. The idea apparently exists that the OCA-C and OCA-MT do not achieve reaching goals. I did not expect that the sectional interests would be mentioned that often.

Pim: The outcome is quite similar to the =mc report from half a year ago. The level of frustration seems to be lower, but the structural problems have not been resolved. Remarkable is the low confidence of the OCA-MT in the OCA-C. (Slide 4, regarding the relationship OCA-C and OCA-MT: The OCA-C rates 63% whereas the OCA-MT rates 29%).

A discussion arises about whether the OCA-C or the OCA-MT is responsible for deciding about the (change of) structure of the OCA-MT. It is decided to talk to the OCA-MT about the following subjects:

- OCA-C should provide the framework (broader view), and within that framework the MT can manoeuvre.
- Ask OCA-MT what they need from the Council in order to be able to manage.
- OCA-C should make the right demands and clearly define the expectations. The DirRes, DirOps and DirMed are not visible in the other sections; this should change, because they have a strategic role.

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**Financial update (lead: Thijs van Buuren)**

In the wake of the global financial crisis: A meeting with the Int. Finance Directors has just been concluded. The IO will do an inventory, asking all sections what their risk exposure is, in order to get an overview of the risk within MSF. The sensitivity of this information complicates the assembling of the data. In general the MSF risks are spread. We feel comfortable about the security of our funds, because our banking partners are state-owned, or our deposits are guaranteed.

The main challenges lie in guaranteeing cash management and payment traffic in the field. Because MSF-H is banking with Fortis and ABNAMRO, it is necessary to set up a backup system. The risk exposure in the field is limited (thanks to the existence of a policy for selecting banks).
Some currencies face devaluation, which especially affects France, but not so much OCA. By Wednesday the complete inventory for the whole movement is expected (for now USA is the big question). There are no signs yet, that fundraising is suffering from the financial crises, but it is too early to conclude about the impact. Moreover the impact will also be different per section. Probably the income from legacies and inheritances will go down, because of property losing its value. (Normally we wish to sell as quickly as possible, but now it is wise to hold for a while). The MT is making a contingency plan, in case the private income decreases. A recommendation is made about including the consequences of financial crises in the Risk Register, for awareness. And a question was raised about who is overseeing the Risk Register on behalf of the OCA.

13h00 – 13h20 Lunch break

4) Our diagnosis, where are we with OCA? (OCA-C only)

Pim suggests to now focus on preparing the discussion with the OCA-MT, about the relationship between the OCA-C and the OCA-MT and about the role of the OCA-C.

The role of the OCA-Council
The perspectives of the 4 sections, with their main concerns, are taken as a starting point. So for MSF-C: collegiality and globalisation
for MSF-UK: accountability from MT towards Council and how to report on this. Identify that we lack unified vision
for MSF-G: added value of the OCA, lack of common and broad vision.
For MSF-H: double accountability (to which legal entity might be a solution) that is creating a constant tension in Board and MT. Secondly, the OCA should secure the guarantee (stable resources) for future Operations.
A discussion starts about the OCA, proving that the Council still does not master the content, and still does not understand each other’s views. This also results in subjective reporting back from OCA-C members to national Boards! (See outcome =mc Evaluation regarding communication).
Although the discussion with the MT should not concern the role of the OCA, but instead the role of the OCA-Council, Pim wants to flag the communication problem with the MT, without going into content. The different expectation in the different Boards, e.g. with regard to growth of HQ, is an example of the OCA-C having identified the problem but not solving it. For the MT this creates a problem, and so far the OCA-C did not give any guidance (structure).
Paul thinks that the decision for the 5 APs gives us a tool and structure, so when they are on the table we can look for the synergies.

Nick brings the discussion back to preparing the session with the OCA-MT, by suggesting that the following questions should be answered:
What is the mutual expectation from the MT? How do we define the unified vision for holding MT accountable? The OCA-C will ask for simple reporting at a regular base. Nick suggests the Council members do not respond to the expectations from the OCA-MT towards the OCA-C, but discuss that tomorrow morning. Then move on to the main concerns (accountability, broader vision, collegiality/globalisation and double-hats) and discuss how to progress on this.

The OCA-MT joins the meeting
8) OCA: where we are/ how we proceed (OCA-C + OCA-MT)

A quick introduction round takes place, and Pim suggests a change in agenda setting: start with a discussion/review about the role of OCA-MT and OCA-C. Then continue with 8M, AP and Security Policy. He explains that receiving the first results from the OCA-MT Evaluation (by =mc) triggered the review of roles. One of the outcomes was that the OCA-MT scores the OCA-C more critical than the other way around. Two questions to be answered are proposed:
1) What are the expectations from OCA-C towards OCA-MT?
2) What does OCA-MT need/expect from OCA-C?

1) Expectations from OCA-C towards OCA-MT
• OCA-C needs to have timely and understandable deliverables, to be able to hold the OCA-MT accountable.
Christa stresses that she would be happy with simple reporting focussed on deviations from the plan. All agree with Michel’s suggestion to include the results/output in the reporting, besides the resource allocations.
Agreement: the OCA-MT will come to the OCA-Council with a proposal for a concise and detailed output reporting.
• OCA-C is asking the OCA-MT to communicate clearly about the added value of the OCA, and to give rational of how the OCA is contributing to the International movement.
Clair affirms that a similar discussion happened in the OCA-MT, apparently the vehicle to make it a shared vision on all levels, is still to be found. Hans adds that the strategic discussions about the implementation have not happened yet, and therefore the MT might be hesitant with communication about the OCA. Arjan thinks that the OCA can only prove itself through implementation in Operations, but he cannot mention measurable results. For the actual execution of Operations there’s no difference in performance between desks. But the OCA has required a lot of time, and affected the morale of the staff. The atmosphere now is more positive, but this has not (yet) lead to clear results in the synergies discussion or solving the entrenched positions. Frank notices two tracks in the discussion: the logical evaluation and what have we been doing so far. Frank calls for a realistic approach, since time is required and the OCA sometimes has to be a secondary priority. Marc adds that we should not forget that some of the problems we discuss now have been there for 20 years; they did not come with the OCA. The synergies are the first exercise to work on results and achievements.
• OCA-C needs a different culture in terms of collegiality, respectful communication, sense of equality and facilitation of virtual meetings.
For MSF-C it is important that time differences and transatlantic travelling are taken into consideration. Paul adds that the actual presence of MT members in the offices of PS is experienced as not sufficient. Marilyn feels that we are a European office with a global presence, whereas we should be a global organisation. At the same time the VC has replaced the TC, but has not replaced the F2F. Michel points out that we also have to be aware of the cultural differences, and language (different understanding of terminology). Nick clarifies that the need for a different culture conflicts with the formal structure.
• OCA-C and OCA-MT need to actively work on the next steps in the model/structure of the OCA, and solve the issue of double reporting. (Developing a legal entity is one possible approach).

Arjan and Wouter feel that the issues discussed now are very far away from the daily reality of operations, and a waste of time. They perceive the expectations from the OCA-C as sectional
feedback, whereas they expect a common vision/unified message. Pim disagrees, the Council is optimistic and the presented ‘sectional points of views’ are shared by the whole Council.

*It is decided to first address the 8M agenda point and leave the OCA-MT expectations for later, giving them time to brainstorm.*

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5) 8M

Operations (lead: Arjan)
Arjan elaborates on the ppt-presentation. Regarding the Budget evolution after 8M OpsPl (slide 5) he notes that Nargis is excluded. A stable progression in operational planning can be seen. The need to rebuild the emergency pot for this year has led to 8M OpsPl budget decisions on slide 6. Regarding the remaining Ops ambitions he remarks that probably not all ambitions are feasible for 2008, but will then be transferred to 2009.

Q&A on Operations:
- How does addressing TB-HIV in Swaziland fit with our principles of conflict and emergencies?
  → The number of ‘traditional’ crises is reducing, freeing up space to address other needs. For Swaziland there is a real massive crisis, with a massive effect on the mortality of the population. Moreover other sections do not have capacity.
- Is there proof of increasing MDR-TB in Uzbekistan, or the reason why? Shouldn't we focus on another program?
  → Agreed, we probably should go back to first line treatment/addressing the prevention of MDR.
- Is Gedaref a strategic decision?
  → It is motivated by lack of exposure to Kala’azar, presence in Somalia and capacity problem.
- Why Dagestan?
  → The context applies, but in terms of risks and medical needs it needed to be addressed, and the collected findings and data need to be updated.
- Is HR still a constraining factor?
  → Yes, in the top 5 of our mission (Somalia, Chad, S-Sudan, Darfur, DRC) we struggle to recruit senior staff (e.g. HoM and LogCo) that commits to stay for a longer period.

Logistics (lead: Michel)
The management of Stock has been addressed. 2.2mio is the ‘collateral damage’ after 8M. The MT is working on developing a norm for what is acceptable (will be mentioned in AP).

Q&A on HRM (lead: Michel)
- What is the action plan for solving the lack of senior staff?
  → Not clear yet, but retention of key staff (e.g by field-stay-bonus, training & development opportunities, proper management in the field) is one approach. The HRM strategy with the poolmanagement is just implemented, so results are expected from this. But it is a problem throughout the sector.

Finance (lead: Michel)
At 4M an expected deficit of 7.5mio was presented. At 8M the expected EoY Ops results are 6.3mio (decrease in costs of Ops + decrease in contributions to Ops).
Q&A on Finance:
• Why is Nargis not included?
  → It was budget neutral (costs are covered by earmarked and non earmarked funding).
• What is the contingency plan?
  → A plan for what can we do if the income will be 10% or 20% less.
The main message still is (see 4M briefing) that the deficit will be absorbed by reserves, and that
the proposed approach is to boost institutional funding, contributions from other sections and
manage the pending claims and litigations. The contributions from other sections are budgeted
on the low scale (worse case scenario), probably they will contribute more, but at the moment
they are not confident enough to have this mentioned in the figures.

When Michel and Arjan are asked what they expect as feedback from OCA-C on the 8M
presentation, they answer: have the OCA-C as a sparring partner for the outlook on 2009,
support and enabling the means and address the BuZa funding.

Tomorrow the OCA-C will decide on endorsing the 8M.

8) OCA: where we are/ how we proceed (OCA-C + OCA-MT) - part 2

At 17h30 the OCA-MT is having a breakout session to brainstorm on their expectations from the
OCA-C. Meanwhile the OCA-C is discussing the 8 monthly reporting. They common feeling is that
the Council does not have the tool to be able to approve of the figures. Pim explains that MSF-H
has a structure in place of accountability tools, such as the Audit Ctee and Risk Ctee, but for the
OCA-Council no structure is in place yet.

2) What does OCA-MT need/ expect from OCA-C?
• Make clear you are speaking with one voice (move away from sectional interests and don’t hide
  behind your own Board)
• Role clarity – planning / monitoring. (E.g. Security policy is a parameter, don’t go into details)
• Be competent (legal + financial + organisational). Co-opt lacking competencies.
• Committing attendance (longer term planning – stick to the schedule).
• Clarity on governance: what is centralised and what is de-centralised, and where do we want
to have the emphasis (‘distribution of power’)
• Involvement in strategic debate on the OCA future (driven by MT, but Council should function
  as sparring partner).
• Listen and be responsive about what we think about governance method. Be responsive / use
  MT as sparring partner.
• Commitment to OCA (re-assurance, no ‘bombshells’).

Nick advises to generally always believe in the good intentions of the ‘other partner’ in an inter-
cultural context. Marilyn adds that she sees the tendency of filling in the gap of understanding or
information with negativity.

Pim thanks, on behalf on the OCA-C, Wouter for his efforts and contribution to lift the OCA out of
a crises and creating a positive atmosphere.

At 18h15 the meeting is closed.