Minutes approved at Board Meeting on April 1, 2011

APPROVED Minutes Board Meeting
Saturday 05 February 2011 (10h00 – 17h00)
MSF-Holland Office, Afghanistan meeting room

Present: Pim de Graaf (chair), Harry van Schooten, Tineke van Pietersom, Hanna Nolan, Corien Swaan (until 16h00), Jonathan Fisher, Wilna van Aartsen, Jaap Gelderloos, Hans van de Weerd and Michel Farkas

Apologies: Maarten te Kulve and Steven van de Vijver

Guest: Zenka Slegt (presentation FR Strategy)

Minutes: Margreet Kamp

Agenda

8. MSF-Holland Fundraising Strategy
9. MT Update (Berenschot review)
10. MSF-Holland Annual Plan 2011
11a. OCA Annual Plan 2011
11b. OCA Strategic Plan 2011-2014
12. AOB

The chair opens the meeting at 10h05.

8. MSF-Holland Fundraising Strategy (lead: Zenka)

Zenka is presenting the headlines of the FR & Public Communication Strategy (for endorsement by the Board):

Re slide 3 - Most important trends: Examples of 'authentic and storytelling messages' (donate profile on Facebook and/or LinkedIn, major donor events, Lemz campaign with personalized messages from the field.

Re slide 5 - Market & Most important findings: return on investment determines the FR channels; secure income consists of direct debits and notarial deeds.

Re slide 6 - Maintain secure income: developing cross channels (e.g. combining Comms campaigns with FR) starts with thinking in target groups (instead of thinking in FR channels).

Re slide 7 - Strategic Donors, relatively new market: recruiting Strategic donors requires time-investment in prospecting and relationship management; Board and MT are also expected to contribute.

Q&A:

Jaap asks if it is possible to combine FR activities with other OCs and/or our partner section. ->Michel replies that information is being shared, but that no reason is seen for combined activity plans. Zenka confirms that info is exchanged, but explains that usually those channels do not work in our market. USA and UK are interesting to look at though (for other countries MSF-Holland is ahead). Hanna suggests maintaining contact with Human Rights Watch, to learn from their FR strategy.

The 'shifting of donors' was mentioned as a trend, Wilna asks for clarification. ->Zenka amplifies that more and more (and especially younger) donors regularly switch charities they give to, or donate smaller
amounts to several charities. In the latter trend of ‘giving something in every sector’, the environmental organizations are gaining.

Jaap inquires whether we are critical about where the money is coming from. ->Zenka affirms, and mentions working with a blacklist. Michel stresses that our strategy is consolidating the bulk donations; this doesn’t mean de-prioritizing them in favour of corporate donations.

Jonathan is concerned that ‘shifting to target groups’ might hamper the exchange of knowledge among the teams. ->Zenka and Michel assure that there will be cross-departmental activities; working in cells is not the idea.

Harry would like the Board to be informed about the assessment of the risks involved, and Wilna requests the Board to be informed about exemptions to the policies (such as screening of donors, un-earmarked policies). Hanna mentions that attracting strategic donors will mean a shift for MSF and requires specific fundraisers.

**It is agreed that a paper with a summary of the FR Strategy proposals (incl. changes to previous strategy, assessment of the risks involved, exemptions and required resources) will be provided, for final endorsement by the Board.**

**9. MT update (lead: Hans)**

**Incidents**
Hans and Michel report on 5 incidents:
- The bomb explosion near our hospital in Chaman (Pakistan) seemed to be addressed against the mullah (our main political actor) in that area, not against MSF. The clinic is closed for now.
- Possibly we are facing a court case in Holland (subpoena by HoM for wrongful dismissal).
- In Somaliland we lost contact (since Thursday January 13th) with a staff member from the Hargeisa project. It has the appearance of a personal issue, which brings along a dilemma for MSF on how to deal with this. The absence has been reported to the police, and crisis teams have been mobilized, to closely monitor the case.
- In the aftermath of Kismayo, a hearing disability case has recently been settled.
- Further an (MSF Spain) incident in CAR is reported upon (sensitive information, no further minutes are taken).

**MSF-Holland Governance / Berenschot Review**
Hans suggests presenting the considerations of the MT, followed by a brainstorm session in which we also involve our role in the OCA (group logic vs maintaining control functionaries in MSF-Holland).

Before Hans starts the presentation, Pim gives his view on the **delocalized desks discussion**: the Ops platform recommended bringing back the Canadian desk to Amsterdam or other location of interest for Ops. The OCA-MT supported the recommendation by majority of votes (with 2 votes against, from GD MSF UK and GD MSF Canada). The decision was communicated to the OCA-Council, and will be further discussed and placed in wider context, during the April Council meeting. (MSF-Holland Board can pre-discuss in extra Board meeting). Hans adds that operational and institutional interests were taken into consideration in the delocalized desks discussion, as well as the process and timeline as agreed with the OCA-Council. Hans concludes by stating that it was an open and transparent process, and that the majority of the MT is convinced that this is the way forward.  

*The info re delocalized desks is under embargo until further notice!!*

Hans introduces the Berenschot review, which was -amongst others- triggered by the FUWA exercise, the KPMG Management letter and by the MSF-Holland MT members being aware of the existing friction in our...
structure. The MT has experienced the Berenschot exercise as very useful, but has some reservations about the applied methodology. They believe that Berenschot jumped to conclusions too quickly; proper analyses and well-founded argumentation are lacking (e.g. no talks to OMs, OCA partners or OST). The Berenschot report however did confirm problems that MT also recognizes (e.g. working in silos, fragmented middle-management), and for these the MT itself has come up with a few plans, which will be presented today (see embedded ppt). The Board's responsibility in this process regards the MT composition/structure and the job profiles.

Starting point for the whole proposal is reducing the workload at MSF-Holland MT (GD) level; the MT proposes to achieve this by creating 2 new positions, namely OCA DirRes and deputy GD.

'Platforms' can be seen as project bureaus, e.g. resource platform or operational support platform (ICT, Finance, Logistics and PHD) to discuss, in an integral process, projects like UNIFIELD, or medical quality. Hans is asked to illustrate the proposed changes in relation to current critical issues, and Hans mentions 'dealing with international HR strategy': our OCA HR platform is fragmented – does not perform as a group. Hans and Michel are asked to come up with a few more concrete examples to illustrate critical issues in the accessibility of OCA resources and HR strategy, for the Board to better understand the current practice and its flaws in order to judge the MT governance proposals.

Within OCA it is not clear whether we steer upon sectional, group or international interest. Hans believes these interests should not have to exclude each other, but he strongly believes that we should steer upon the group logic. At associative level (OCA-Council) however, there's no common logic on this (e.g. MSF-Germany sees the OCA as transition model to one MSF).

Michel stresses that the outside world is getting more and more complex; therefore we need a clear and simple organization. Harry thinks it about perception: we have to better convince our PS what is in the best interest of Ops. Hanna adds that we have already chosen for the OCA, and we should not maintain a complex organisation with endless discussions and money wasting. Jonathan objects to giving away the executive organisation.

To be able to steer on the group logic, we need to get the buy-in from OCA partner sections for the MT proposal, and thus far we have not been able to convince the PS that running an OC requires a lot more from the associative and executive then they think.

Re proposal to recruit Head of Communications & FR/Head of Communications &Advocacy, Hanna recalls the traditional area of tension between Home Society Comms, Advocacy and Reflection. Hanna would not like to see these combined, because Dutch Comms requires other skills and a different profile then Int. Advocacy and Reflection, and because you'll dilute the essence of Humanitarian Affairs. Hans acknowledges but thinks that, given the absence frequency in all departments involved, the sooner we can appoint this person, the better!

Pim wonders if the MT proposal isn't reaffirming the silo-working. Hans affirms but assures that at the same time a lot of interdepartmental links are created (e.g. DirRes participating in Ops platform). And besides structural changes, we still need to discuss cultural changes (working towards different mindset).

Next steps:
As the function of Deputy GD is linked to OCA-DirRes, ToRs will be developed for both (by Hans & Michel). These ToRs will be discussed and approved in the MSF-Holland MT & Board and OCA MT & Council (post-April).
The MSF-Holland MT will decide about the profile of HoD Comms within a week (mandate from OCA-MT to proceed as seen fit).
The MT will remain focused on producing culture change re interdepartmental collaboration.
Hans & Pim will draft a plan on how to pro-actively lobby with other Boards for buy-in on the proposal (e.g. personal visits by MT and Board members).
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10. **MSF-Holland Annual Plan 2011** *(lead: Michel)*

Q&A
Re Steering Indicators for Communications/Brand awareness (page 21): Corien suggests that the indicators 'name recognition', 'top of mind awareness' and 'spontaneous awareness' might need innovation, as they have been the same over the last years. ->Michel replies that new indicators, for example social media, will be added.
Re Steering Indicators for Medical, Humanitarian identity & Témoignage (page 21): Corien asks for a 2011 target setting for the Humanitarian debate. ->Michel answers that this is not known yet.
Jonathan is asking about the reserve situation. ->Michel explains that this is not yet exactly known, but that it'll definitely be above 6 months.
Jaap remarks that 2011 will end with a budget deficit.
Re Overview FTE development (page 22) Corien would like to know if the FTE growth is still in line with the freeze. ->According to Michel OCA didn't grow if you look over 4 years time. For the small increase in 2011 the OCA-Council has already agreed to make exceptions to the freeze especially for growth of FR and Recruitment Department).
Re Overview of Steering Indicators (page 21) Tineke asks about the retention percentage. ->Michel mentions the figure of 70%, but remarks that you can't calculate for RFD.

**Pim's proposal not to ask for BuZa funding** *(lead: Pim)*
In the discussion following Pim's proposals the following arguments were mentioned:
- Valid principled objections: being fully independent from Dutch government that is intolerant (Wilna)
- You cannot isolate principled approach towards Dutch government only; you will have to extend it to other Institutional Funds (e.g. ECHO) and to governments of PS (Tineke, Wilna). Moreover you should stop asking Ambassadors for assistance in case of incidents (Hans)
- You cannot change your mind on annual bases, when governments are changing; criteria should be set for accepting or not accepting BuZa funding (Tineke, Corien)
- The policy we have for accepting money from governments is not from home society perspective, but from the field- operational perspective: we do not accept money from actors that are active on the ground of where we have projects (Hans)
- We are confusing 'independence' with 'isolation'! I am very much in favour of engaging with the government (Hanna)
- We can be engaged with the government without accepting money (Wilna, Corien)
- I suggest we do not to accept the money now, but engage with the government and explain why we do not ask for it (Harry, Jonathan)
- We could talk to government about our reservations re BuZa funding, but we shouldn't go public with it (Jaap)
- We do not need the money, so let's not ask for it, so I support the proposal but for pragmatic instead of principled reasons (Hans)
- I would ask for the money, because we cannot afford to lose our contacts with BuZa, and we cannot create a precedent for the PS. Moreover it is easy money, not much investment is needed. Remember that RSA came into position because of OCCs accepting institutional funding; movement-wide the IF is meant to be a 'valve'? I would ask for the money, and if the government starts making demands, then we'll start the debate (Michel)
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I think we should be able to say that we are fully independent from this government; that we chose for principled reasons to not ask for BuZa funding. Especially since we operate more and more in Islamic countries, where accepting BuZa funding might harm our image (Pim)

After the round of thoughts and exchange of views, it remains unclear whether the issue of accepting BuZa funding is an associative or executive matter. It would require a Board position when it's an identity issue, when it’s about compromising our principles; otherwise it’s an executive decision.

By majority of votes, Pim’s proposal (just the proposal, not the motivation behind it) ‘The Board decides that MSFH will not apply for funding from the Dutch government in 2011 and beyond’ is accepted. Five (5) Board members vote in favour, and three (3) against (Jaap, Hanna and Tineke)

The MSF-Holland Annual Plan 2011 (incl. FTE proposals but excl. BuZa funding) is formally approved by all present Board members.

11a. OCA Annual Plan 2011 (lead: Hans)

Hans highlights the main changes:
1. Due to additional income in 2010 the MT proposes to further increase the total operational volume to 143 million consisting of a 123 million planned volume and a 20 million unplanned envelope
2. The FTE number has been revised downwards after a detailed analysis involving pool managers and HR directors to 1200 FTE
3. The EURO 5 million target to reduce the planned operational volume has been removed
4. A new set of medical indicators – agreed with the medical committee – has been attached
It is an ambitious AP, but it has the back-up from the support departments!

Q&A:
Pim asks for clarification on the key role of PHD in the remedicalization (page 4), because he understood that within OCA we meant to put more medical people in all decision-making positions, not only in the PH Department. ->Hans explains that the key role of PHD is to have more medical people in key advisory and management positions, which includes also more medical people in PC positions.
Jaap wonders about increasing audit capacity. ->Hans informs that an extra position at Directors office is planned for. Jaap believes that creating capacity only is not enough; the recurring observation, that policies and procedures are in place but not always timely communicated to/applied in the field, has to be addressed.

The MSFH Board supports the OCA AP 2011 to be presented to the OCA-Council for approval. Pim and Wilna are mandated to vote in favour of approving the OCA AP 2011 at the OCA-Council teleconference scheduled for February 8th.

11b. OCA Strategic Plan 2011-2014 (lead: Hans)

The final SP will be up for approval by the OCA-Council on Feb 18th. The MSFH Board did not yet receive the final version of the SP, but Hans informs that the only additions will be in the Logistics and HR paragraph. After formal approval a professional edit and creative role out will follow.
Wilna expresses dissatisfaction with the process: obtaining Board input and being mandated as OCA-Council delegates are not aligned, and therefore Wilna and Pim miss out on feedback from fellow Board members.
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Board feedback:
Jaap does not support steering for 6-9 months of operational reserves; he advises narrowing it down to steering for 6 months.
The idea of a MSF Academy is mentioned again, and although the executive has never agreed to include this as a strategic ambition, Hans can agree to include exploring this and Pim and Wilna will flag it for the Council.
Hanna would like to be more specific about ambitions for Comms, Advocacy and Reflection. ->Hans agrees and thinks that maybe medium-term indicators can be constructed from OSCAR plan
To Jonathan remark that the medical paragraph was not so clear re intervention criteria, Hans replies that an extra paragraph with examples has been added.

On Monday February 7th the final version of the SP will be disseminated to Board and Council. Board members are asked to send comments by e-mail to Wilna and Pim. A Board TC will be scheduled to flag outstanding issues (2nd or 3rd week of February/before OCA-C VC Feb. 18th).

Action Points
Zenka/MT: to provide a summary paper of the FR Strategy proposals (incl. changes to previous strategy, assessment of the risks involved, exemptions and required resources), for final endorsement by the Board.
Board: to look into desirability of a FR portfolio.
Hans/Pim: to see how to go forward with BuZa discussion and voting; maybe bring to BodEx agenda?
Hans/Michel: to come up with a few concrete examples to illustrate critical issues in the accessibility of OCA resources and HR strategy, for the Board to better understand the current practice and its flaws in order to judge the MT governance proposals (due before German Board meeting on March 18-19).
Hans/Pim: to draft a plan on how to pro-actively lobby with other OCA Boards for buy-in on the MT Governance proposal (e.g. personal visits by MT and Board members).
Pim/Margreet: to schedule two extra Board TCs 1) to discuss SP and MoU (=done: February 14th) and 2) to discuss agenda items we skipped yesterday, mainly re Board functioning (3rd or 4th week of February).