Minutes approved during Board meeting on June 21, 2011

MSF-Holland Board meeting F2F
Friday May 6, 2011
12h30-19h00
Meeting room Afghanistan – MSF Amsterdam Office
APPROVED minutes

Present: Pim de Graaf (chair), Hanna Nolan, Wilna van Aartsen, Harry van Schooten, Corien Swaan, Steven van de Vijver, Tineke van Pietersom (until 16h00), Hans van de Weerd (from 14h15 onwards), Leslie Shanks (14h30-15h15), Marcel Langenbach (14h30-15h15) and Thijs van Buuren (14h30-15h15)

Excused: Jaap Gelderloos, Jonathan Fisher, Maarten te Kulve and Arjan Hehenkamp

Minutes: Paul Carroll

Agenda:
1. Opening, Agenda and Approval Minutes – Board only
2. Board Composition – Board only
3. Debriefing OCA-Council and GRP – Board only (+ Hans partly)
4. Proposal Future Presidency – Board + MT
5. General Assembly – Board + Hans
6. Any other business

1. Opening, Agenda and Approval Minutes – Board only

Pim circulated an invitation for any Board members interested to attend a change management follow up day on 8 or 16 July.
Pim announced that today is Corien’s last Board meeting.
Pim circulated a sheet for the signatures of Board members in approval of the 2010 Annual Report.
Tineke requested that feedback FADs be moved from AOB to point five, so it could be discussed prior to her departure.

- Update membership
Pim showed a slide of the most recent membership applications. No comment from other Board members.

- Draft Minutes Board Meeting April 1, 2011
Minutes approved after verbal clarifications.
The action points of the last meeting were reviewed as follows:
MT: to openly discuss our integrity in relation to BuZA funding with BuZa, e.g. during meeting with Ben Knapen (State Secretary Foreign Affairs), scheduled for April 6th. Closed, meeting took place, item not discussed.

Board Ctee A&HS: to see whether Institutional funding would be a topic for membership consultation, either via internet poll or at the GA. Closed, institutional funding to be discussed next week and the members will not be polled.

Jaap: to talk to Justin a.s.a.p. about the bandwidth of operational reserves as mentioned in new OCA SP; and Pim: to list the bandwidth of operational reserves as mentioned in new OCA SP on OCA-C agenda. Jaap, closed, spoke to Justin. Pim, open, to put on OCA-C agenda.

BodEx Ctee: to schedule a TC a.s.a.p. to discuss the new GD’s salary. Closed, Planning agreement drafted, to be signed by GD. To be circulated to Board. After 12 months, weight of function will be reviewed with result for salary.

Jaap and Jonathan: to look into a formulation about a 1-year co-optation or extended term for Hanna’s Board membership, and to circulate a proposal to the Board via e-mail. Closed, all Board members approve co-optation of Hanna for one year.

Jaap, Jonathan and Hanna: to talk to some key people (MT and vocal association members) about the proposal for full time available and remunerated President and suggest a way of presentation to the GA. Closed, to be discussed today.

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Jonathan: to circulate something in writing about the USA Board task division/Board portfolios. Open, status unknown.
Jonathan: to share the USA questionnaire for evaluating Board members. Open, status unknown.
Pim: to schedule evaluation of individual Board members. Open, to begin with Corien and Wilna.
Board Ctee Governance: to include 'Disclosure Policy' (and other policies?) in bylaws and Management Letter. Open, point to return after GA.
Paul, Harry & Pim: to write the motion for IGA reps and statute change a.s.a.p. (min 6 weeks beforehand). Closed, drafted and circulated with membership.
Harry: to amend the Saturday program of the GA agenda in line with the suggestions above. Closed, agenda amended.
Jaap: to write a Board song for Michel’s farewell party (April 21). Closed, song sung.
Board: to send suggestions for making the GA more dynamic to Harry. Closed
Pim and Hans: to draft ToR for research into inefficiencies/costs of (lack of) international cooperation. Open, Hanna to follow up with Hans to ensure a ToR is drafted before Hans’ departure.
Jaap: to decide about Extra Audit Ctee Meeting (May 16-23 is only week that Arjan and Hans could both attend). Open, status unknown.
Arjan: to share the notes of the meeting with ICRC with Pim and Hans once they're ready. Open, Margreet to send reminder to Arjan.
Hans/Marih: to distribute the summary feedback on the Medical Humanitarian Conference to the Board. [Pending action from minutes February 4, 2011] Open, Pim to follow up with Hans.
Board: to look into desirability of a FR portfolio. [Pending action from minutes February 5, 2011] Open, moved to after the GA.

2. Board Composition

- Extending Hanna’s Term to 3 Years
All Board members responded in favor by email.

- Proposal Treasurer Succession
Pim explained that the two candidates are assessing whether or not they have sufficient availability for the role. Pim queried whether other Board members supported four Board members co-opting a treasurer on behalf of the Board. No objections were raised. It was agreed that those handling the co-optation will email all Board members with the justifications for the candidate choice. Pim stated that Jaap’s handover is to take place during the next Board meeting.

3. Debriefing OCA-Council and GRP

- Payment president
Pim began a discussion concerning a full time paid President in preparation for the Board-MT discussion later on the agenda. Pim explained that during conversations late in 2010 MT members did sympathize with the idea to have a full time president with senior executive and/or field experience, but no longer, possibly due to the new composition of the MT with varying opinions per member. The following points were raised
  • The MT may not see clearly the Board vision of the role of President
  • The OCA council is not yet developed enough that the OCA President can be elected from all partners.
  • Is it desirable to maintain the combination MSF H President – chair of the OCA Council – OCA rep on the future IB?
  • A fulltime president should volunteer one day per week as does the rest of the Board.
  • Should the President function be 100% or 80%? Currently France is 100%, Switzerland 100%, Barcelona 100%, Belgium 80%, and Holland 50%.

Pim phrased the following questions to be asked of the MT:
1. Why do they think it is not necessary?
2. How do they see the practical workload of the associative?
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- Debriefing OCA-Council meeting April 8-9

Pim gave the following explanation of the current state of affairs. The OCA-Council has chosen not to endorse the MT proposal to retract the delocalized desk in Canada. It was decided by the Council that the process used by the MT to come to their proposal was insufficient. One of the basic principles from the formation of the OCA in 2006 is shared operationality. This is now interpreted that all sections have operational functions. From this perspective, if the desk is removed from Canada another function may need to be offered to replace it. The Canadian Council members would like a full review of all desks to be done to determine the optimal structure for OCA. Others in the council envisage a shorter process. This issue is now a sensitive one with the MT as the Council decision sends the message to the MT that they have made a mistake. Wilna adds that the MT felt/feels they are overruled as executives, although some MT members admit they did not handle it well. However, the MT has stated that they were under the impression that they were unable to develop their proposal any further between Council meetings. The issue needs to be carefully presented to GA for discussion as questions are to be expected. The MT is planning a retreat to restart the process and a ToR has been requested by the Council prior to the retreat.

Hans joined the meeting at 14.18.

Hans presented his concerns about the OCA Council decision. The MT as a whole does not understand why the OCA-Council rejected the MT decision. The public reason is that the process was poor. However, the MT shared the process with the Council as it progressed, but received no negative feedback. It appears to the MT that the political impasse has come about due to the Canadian reaction to the MT decision. Where are we now? Some MT members believe that the outcome will be the same regardless of the new process and that the council reaction will not change. The value of an MT retreat is not seen by all members. The Canadian GD says it should take 2 years to make an evidence based decision. No one else in the MT shares this view. A retreat should happen, but other questions should be added such as what is shared operationality. The Council should approve the questions to be answered at the retreat and then accept the outcomes. Some Council members try to give the impression that the MT is in crisis which is not the case. Stability can be reached by not challenging the establishment or each section can be challenged to show what they bring to the partnership. Maybe Canada falls away or OCA breaks up. Crisis may well develop if the fate of the desk remains uncertain for a long period of time.

Leslie and Marcel joined the meeting at 14.33

Hans continued that stability breeds stagnation. Marcel put forward that the Council should not hide behind process and should be transparent that institutional interest exists. All those involved recognize an efficiency cost. It is debatable, but an emergency response cost also exists. Those in the Canadian desk have also found that they feel lonely. These arguments should not be discarded. Balance between institutional interest and costs to operations should be sought. Leaving the matter in limbo will not solve anything.

Leslie stated that how the Council deals with the matter will send a signal as to how well OCA functions. If we decide we can't face these hard decisions it will expose the limitations of our current model. Do we want this kind of governance where one section has a power of veto? The Council needs to discuss the consequences of its decision making and decide if operations come first. Pim added that delocalized desks were part of the building the OCA partnership and that it is only in the last two years that discussion of the delocalized desks has changed. Explicit agreements on pillars of partnership are not yet enough solidified. Debate as to how much institutional interest is or will be accepted has not yet been had. We need to return to a partnership discussion, refresh the OCA agreement, and then look again at delocalized desks. The Council saw the MT decision as too thin on justification, but not necessarily wrong.

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4. Board-MT Discussion re. Future Presidency

Hanna chaired the session and began by asking the MT to explain their reluctance to accept the proposal of a full time paid president.

Leslie saw the principle issue as the distance between the president and the executive. If paid, this distance is reduced and the President becomes a part of the executive. Why is a full time president for MSF-H up for discussion and not a full time chair for OCA? In the current OCA MoU the chair can come from any section. As such a full time OCA council chair should be discussed by the Council and not by the MSF-H Board.

Hans explained that some MT members believe that the president of the OCA council should always be the MSF-H president while others share Leslie's view. If MSF-H Presidency becomes a full time paid role, this will ensure that the OCA Presidency remains with MSF-H.

Marcel stated that the OCA agreement should be honored until a new agreement is made meaning that a full time position for the Council president should be up for discussion, not for MSF-H. It is also valuable that the President of MSF-H is voluntary and has his feet in home society and not just the executive.

Wilna asked the MT how important they felt it was that the MSF-H President chairs the Council? Leslie felt that it was not important as long as the Director of Operations was in the same office.

Hans stated that he sees the need for remuneration to ensure having a strong international president. The location of the President is not so important, but if the President has an executive background the risk exists that the dynamic is changed between executive and associative. Why should the President have an executive background?

Pim responded that the Executive has stated that it is insufficiently challenged by the Board and that supervision doesn't add much value.

Tineke put forward that the argument for the President having his feet in home society is valid. However, in reality this isn't possible because of the workload.

Thijs stated that the discussion should not be about remuneration per se but oversight and accountability. The President is far removed from other board members in his capability to access and digest information. But once the President is remunerated accountability of the President needs to be considered. The principle of segregation is a value that must be protected. The Council President would need to be from another Section to ensure accountability of the MSF-H President and to straighten the lines of accountability. Other ways of preparing policy should be considered so that policy implementers are moved to the Executive to take over some work currently done by the President and GD. An example is that the International Office statutes could be followed up by a professional instead of the MSF-H President.

Wilna brings in that stability and maturity of the Council has not been achieved yet. The delocalized desk issue has clearly shown that we are still far from the concept that the Council is an oversight body with the required distance in order to challenge the MT without (with less) sectional interest and more overall OCA and MSF interest instead. She advocated to have continuity for the coming 2 years, and to keep the combination MSF-H - OCA chair at least for 2 more years. A strong OCA chair is essential - taking into account the governance reform, IB etc.

Hanna stated that there are so many complex meetings that the MSF-H President will always have to be highly involved. Few concrete examples of what can be moved away from president exist.

Hans felt that the many meetings cover the content of other platforms and that the workload of the MSF-H President should be reviewed in light of this. Less meetings of a smaller Board should increase the time available to the MSF-H President and reduce duplication of OCA & MSF-H functions. [Wilna challenges this will result in less workload, she believes it may even have the opposite effect].

Pim stated that while the MT asserts that Board meetings come to nothing, this should be the case in most situations as the Board is an oversight body.

At 15.58 Tineke departed.

Thijs stated that the Board will need to find ways to keep the MSF-H President accountable. Attention must be paid to the principle of good governance. In the current model the GA can't be expected to keep the president accountable.
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3. Debriefing OCA-Council and GRP continued

- Debriefing ICB meeting April 20-21
  Pim summarized the current state of play with the ICB. In June the ICB will approve the new statutes of the IGA. In the last months these new statutes were reviewed by many, including Thijs, the International Office and MSF-F. France would like the IB to provide a counterbalance to the IGA. This was not added to the Statutes and as such there is the chance that MSF-F may not approve them at their GA. It need not be that all sections approve the statutes, but if MSF-F wants to splinter off then it will be a problem for the movement.
  Pim requested all present Board members to approve the mandate for Pim to approve the IO statutes and to defend them at the GA. All present approved.

5. General Assembly

- Rapport morale
  It was decided Hans and Pim would follow up at a later date to finalize the division of topics.
  Pim clarified that he will mention institutional funding, but without concrete points and that members won't be asked to vote or discuss.
  Pim to communicate to Arjan his role at the GA.
  Hanna proposed that Pim focus on dilemmas, such as El Shabab, and provide administrative details in a written rapport morale.
  Pim stated that Maarten will present the section on governance reform.
  Pim queried the other Board members if they are flexible on the system of choosing IGA members should the GA reject the Board proposal? No answer was given. Pim stated that a plan will be needed prior to GA.

- Paid Presidency at GA
  Hans stated that it is too early to bring this to the GA and in any case should go via the Council. As such, the Council will vote on the issue and approval from the membership will not be needed. If this brought to the GA for voting it will send a signal to other OCA sections that MSF-H wants to further entrench its position as the leading section. Hans proposed presenting the idea as a panel (Pim, Hans, Thijs) to the GA to introduce the concept.
  Hanna and Wilna felt the risk of this approach is that MSF-H may jeopardize our current position in the OCA and less experienced Council president may be elected.
  It was agreed to present the topic via a panel at the GA and that this would be at the end of the governance session with 15 minutes taken from the lunch break. Paul will adjust agenda.

At 17.25 Hans departed.

- Board motions to the GA of MSF Holland, May 2011
  No objections were raised to the motions and resolution as currently phrased.

- GA Chair
  Hanna put forward Steven as day chair. Steven will consider this over the weekend.

- Feedback FADs 2011
  BCA&HS to review the 2011 FAD outcomes and determine if and what will be presented at the GA.

6. Any Other Business

- Last Board meeting Corien
  Corien presented all present with a goodbye gift and card and expressed her pleasure with having been part of the Board. All present thanked her for her enthusiastic involvement and conveyed their expectation that while Corien may have left the Board they still hope to see her regularly as an engaged Association member.
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Action Points

Jaap: to present his hand-over at the next Board meeting.
Hans and Pim: to finalize the division of topics for the Rapport Morale.
Pim: to inform Arjan of his role at the GA
Wilna: to coordinate panel session concerning payment president for GA. Paul to modify agenda.
Steven: to decide if he will chair the GA. Done
BCA&HS: to review the 2011 FAD outcomes and determine if and what will be presented at the GA. Done

Carried Over

Pim: to list the bandwidth of operational reserves as mentioned in new OCA SP on OCA-C agenda.
Jonathan: to circulate something in writing about the USA Board task division/Board portfolios.
Jonathan: to share the USA questionnaire for evaluating Board members.
Pim: to schedule evaluation of individual Board members.
Board Ctee Governance: to include 'Disclosure Policy' (and other policies?) in bylaws and Management Letter.
Jaap: to decide about Extra Audit Ctee Meeting (May 16-23 is only week that Arjan and Hans could both attend).
Board: to look into desirability of a FR portfolio. [Pending action from minutes February 5, 2011]

Carried Over Amended

Hanna: to follow up with Hans on drafting ToR for research into inefficiencies/costs of (lack of) international cooperation.
Margreet: to send reminder to Arjan to share the notes of the meeting with ICRC with Pim and Hans once they're ready.
Pim: to follow up with Hans to distribute the summary feedback on the Medical Humanitarian Conference to the Board. [Pending action from minutes February 4, 2011]