Decisions OCB Board meeting 19 & 20-01-07

1. OCB Board functioning

Jean-Marie will draft an answer to the letter of MSF-I Board: quick feedback is expected from the OCB Board members (OCBBM).

- Proposed changes to improve the OCB Board functioning:
  - Decisions will be better formalised during the meetings, in particular the OCBBM should agree on the phrasing. A summary of the decisions taken at the OCB-Board meetings will be sent to all the OCB Board members during the week following the meeting. Timely follow-up, and feedback for the finalisation of OCB-Board minutes is asked. The minutes should be approved formally by e-mail.
  - Quorum:
    - Presence: the presence of a majority (7 out of 13 members) will be required for a decision to be valid.
    - No proxies are allowed. A member that occasionally cannot attend an OCB Board meeting can by exception be represented by a member of his/her national Board.
    - Votes: a decision is approved if 2/3 of the present members are in favour
  - Reinforcement of the feedback role of the OCBBM towards their national Boards:
    - Each OCB Board member has a role in ensuring a smooth communication between the OCB Board and national Boards. While each member must echo his/her national Board concerns, s/he has also the duty to pro-actively inform their own board on discussions and decisions taken at the OCB Board (it is also recalled that all sessions are open to all the national board members who wish to attend)
  - The intention with the creation of the OCB Board is a delegation of power to the OCBBM, a condition for a real and effective co-ownership, especially for the OCB operations. While we need this, opinions of national Boards will have to be taken into account on key strategic issues. When there is an uncertainty on the OCB Board perimeter of responsibility, it will be to the OCBBM altogether to soundly decide on which topics a consultation with national Boards is required before taking a decision.

OCB Board relation with the executive
- Improved and more frequent dialogue between OCB Board members and the executive (especially the GD) should be implemented (direct calls, questions on decisions, etc.). In addition, the Board should be made aware of the status of a given issue when submitted to its decision (already discussed or not among DGs, level of consensus achieved within the Codir, etc.). It is the OCB Board responsibility to ensure that decisions are taken at the level of the OCB executive and therefore that the DG9 platform is efficiently functioning. All this must strive towards a governance that allows a smooth decision process.
- The role of the GD9 OCB platform as an information link with the national boards will be reinforced, so that important issues are also taken from a GD to his/her national board.

2. Operations

The 2007 operational prospects were presented by the operational directors. The strategic plan has been formally approved at the same time as the budget proposal (see result of the vote at point 5)

Internal audit
In the frame of MSF-I’s Board request regarding a possible audit of the Italian cell, and regarding the methodology and the relevance to extend the internal audit to the entire OCB group, it was underlined that the process is new, in a learning phase and is primary meant to focus on the operation activities. This scope could be enlarged to other cells, outside Brussels, if the process proves to work well. Contacts will be taken accordingly, between Y. Zeegers, following up the audit in Brussels, and Board members of other sections. No audit would be launched without an agreement or decision of such section, e.g. MSF-I.

3. Medical department new ambitions
Following the initial need/request by the field for more and improved medical support from the HQs, the OCB Board agrees on the changes and the strategic plan that was presented by the medical department, i.e.:

- 11 additional CDD for the coming year to support specific positions in the medical department and polyvalents in the cells. This actually corresponds to a 5-FTE increase at the HQ level.
- Simultaneously, will be performed a detailed analysis of
  o where in the field support by the medical department the deficiencies and bottlenecks lie,
  o the relevance, possibilities, pre-requisites for future decentralisation
  o the relevance and possibilities of splitting the work in “dossiers” rather than in functions
  o the way other sections or institutions work (e.g. MSF-F with MSF-Australia).
  This analysis must be undertaken from a broad vision, allowing possible input for other support department and eventually for a review of the way cells work.
- More regular evaluation of projects and transversal topics

Formal approval of this plan has been done together with the approval of the action plan and the budget 2007 (see result of the vote on point 5).
This strategic plan will be regularly followed up by the OCB Board as a priority, including an evaluation end of 2007 to be presented at the January 2008 OCB Board meeting.

4. New entities
The evolution of the Brazil, China and RSA entities was presented.

The OCB Board formally agreed with the strategic vision and framework for the RSA entity (including continued enforcement of pro-active transparency towards the international movement) and on the creation of an MSF-SA Board in order to allow legal registration of the entity.

The Board underlined that it will be up to the IC to give final approval for the RSA entity to become a section.

Vote:
In favour: 12
Abstention: 0
Against: 0

In addition, the OCB Board is in charge of appointing the Board members until MSF-SA constitutes an association that can call for its first GA to elect its own board members. One half of the RSA Board (4 members) will be composed of OCB representatives, the second half of national members. Half of the Board must be medical.
Board members need to commit for 2 to 3 years and to meet 4 times a year (starting in March 2007).

The OCB representatives will include:
- One member of the OCB executive,
- One experienced field representative preferably with medical background
- One member of the OCB Board or of the OCB national Boards
- One representative of the international movement

Further steps:
- the executive will propose names for the field and /executive board positions
- the Board asks Christophe Fournier to propose someone available, preferably from the IC
- each OCBBM contacts its own Board to check if there are candidates
- MSF-SA will propose candidates for the national positions
- the deadline for the candidate applications (sophie.guillaumie@msf.be) is set to 30/01/07
- the OCB Board will evaluate candidacies and appoint the 8 representatives (possibly through TC) not later than 06/02/07
5. **Budget 2007**

The Board approved the 2007 budget, and linked with it, the operational plan for 2007 and the medical department new ambitions.

**Vote**

For: 12
Abstentions: 0
Against: 0

In addition, due to the new consolidation of the OCB figures, a fine-tuned and more precise definition of HQ and social mission costs needs to be worked out and presented in September.

The 7 millions deficit is considered affordable for the coming year to avoid the “yo-yo effect” and to allow the natural growth of our operations.

This is only acceptable due to our sufficient reserves, and only if corrective measures are undertaken to avoid the deficit to become structural, along with ongoing efforts in raising Institutional Funds:

- working at a better and more stable international share of resources, with the strong wish to maintain sections open towards the movement (avoid “balkanisation” of MSF by Operational Centre) and allow an “healthy development” of each OCB section,
- OCB sections efforts on investment in private fundraising (cf. OCB fundraising plan)

6. **Fundraising Plan**

The OCB Board gave its green light to go forward with the proposal to elaborate and present a coherent and consolidated fundraising policy at the level of the OCB.

Considering our future operational needs, it should aim at maximising the overall OCB collect of funds, by investing according to the best potential return on investment, while keeping in mind the necessity to support specifically each section development.

Such a plan will be presented to the OCB Board in September.

By that time, each OCBBM with his/her national board need to discuss and follow up the different possible scenarios for their own section to be sketched by the executive. No scenario should be excluded before gathering all the information at the level of the OCB.

7. **Convention**

Following the executive proposal to go ahead with the new draft for an OCB convention, it was observed that a kind of “OCB constitution” already exists, formalised by the past votes of GAs of all partner sections.

However, it was also recognised that there is a need to specify, concretise and define some of the functional elements of the existing 2002 conventions, in order to have a well agreed upon and functioning set-up, and keep memory for new comers.

With this in mind, additions and precisions to the present conventions will be provided by the governance working group to make them more operational. All these additions will be sent to the Board members for information and global approval.

Significant additions or modifications to the previous agreements should be singled out in order to be more specifically debated and approved by the OCB Board, and if needed submitted to each PS board. This overall review should be presented at the June OCB Board meeting.
8. **Varia**

- **Gorik’s mandate**
  Gorik’s mandate comes to an end in 2008, but is willing to continue.
  While this latter wish is well received by the Board, this opportunity is taken to propose
  - setting up an evaluation process and looking into the difficulties of the position and ways to
    overcome them
  - setting up a decision making process for a future new GD, as it is not foreseeable in the present
    OCB agreement.
  Both proposals will be presented at the June meeting

- **Next OCBB meetings**
  - The next meeting is set for the 1st of June from 9:00, before the AGM
  - The OCB Board meeting in September will take place in Denmark, probably 2 weeks after the
    Extended Codir