# INTERNATIONAL COUNCIL MEETING

**ROME, 28-29 June 2008**

**IC Members Present:**
- Anneli Eriksson (President, MSF Sweden, International Council Vice President)
- Bernadette Orbinski-Burke (IC/ICB treasurer, non-voting member of the IC/ICB)
- Carmen Lee (President MSF-Hong-Kong)
- Christa Hook (President, MSF UK)
- Christophe Fournier (International Council President)
- Matthew Spitzer (President, MSF USA)
- Andre Di Prospero (Vice President, MSF Luxembourg)
- Ioanna Papaki (President, MSF Greece)
- Isabelle Ségui-Bitz (President, MSF Switzerland)
- Jean-Hervé Bradol (outgoing President, MSF France)
- Marie-Pierre Allie (President, MSF France)
- Jean-Marie Kindermans (President, MSF Belgium)
- Joanne Liu (President, MSF Canada)
- Nick Wood (President, MSF Australia)
- Øyun Holen (President, MSF Norway)
- Paula Farias (President, MSF Spain)
- Pim de Graaf (President, MSF Holland)
- Raffaella Ravinetto (President, MSF Italy)
- Reinhard Doerflinger (President, MSF Austria)
- Satoru Ida (President, MSF Japan)
- Sören Brix Christensen (President, MSF Denmark)
- Tankred Stoebe (President, MSF Germany)

**Executive Committee Members Present:** Christopher Stokes (Secretary General), Kostas Moschochoritis (General Director, MSF Italy), Bruno Jochum (Director of operations, OCG)

**Speakers:** Gilles Salignon (External Auditor), Jordi Passola (International Communication and Fundraising Coordinator), Olga Prat (Fundraising potential in new entities assessment), Djamila Mili (International Financial Coordinator), Catrin Schulte-Hillen (New entities proposal), Michalis Fotiadis (International Associative Coordinator), Dan Sermand (videoconference, Myanmar evaluator), Jean Clement Cabrol (Myanmar evaluator), Emmanuel Tronc (International Policy and Advocacy Coordinator), Gabriella Breebart (International Human Resources Coordinator), Frances Stevenson (National Staff Consultant), Marilyn McHarg (teleconference, Somalia)

**Translator:** Tim Fox

**Minutes:** Anara Karabekova
Christophe welcomes everyone to the IC in Rome and thanks Raffaella and Kostas for hosting this meeting.

Further to the General Assemblies that have taken place in the various MSF sections in spring 2008, the International Council welcomes new section presidents and therefore new representatives in the International Council and International Council Board:

- **Marie-Pierre Allie** – new president of MSF-France – taking over from Jean-Herve Bradol as representative of MSF-France in the International Council and as well as in the International Council Board.
- **Pim De Graaf** – new president of MSF-Holland – taking over from Albertien van der Veen as representative of MSF-Holland in the International Council and as well as in the International Council Board.
- **Satoru Ida** – new president of MSF-Japan – taking over from Ritsuro Usui as representative of MSF-Japan in the International Council.
- **Matthew Spitzer** – new president of MSF-USA – taking over from Darin Portnoy as representative of MSF-USA in the International Council.

As well as Kris Torgeson, who is the future International General Secretary replacing Christopher Stokes as of October 2008. The selection committee unanimously presented her candidature to the International Council on 28 May 2008. The electronic vote was organized and the International Council unanimously appointed Kris Torgeson as new International General Secretary on 29 May 2008.

Christophe introduces 2 candidates (Ioanna Papaki and Reinhard Doerflinger) for the position of the IC Vice president and each one of them gives 5 minutes of explanation of their motivation to apply for this post. During the ICB meeting on 27 June 2008, the ICB agreed to organize the vote on Sunday (29 June) morning instead of Saturday (28 June) evening, allowing time to the IC members to get to know each candidate better. The election will be made with individual secret ballots and a minimum 2/3 majority will be needed for a new ICVP to be elected.

**ADMINISTRATIVE MATTERS**

**December 2007 IC Minutes for approval**

The IC approves the June 2007 IC minutes.

**SESSION ON OPERATIONS**

**Afghanistan**

*Speakers: Emmanuel Tronc, Bruno Jochum*

Afghanistan.ppt
In 2007, out of 555 kidnappings, 88 concerned NGO workers, ¾ (or 66) of which were done by the armed opposition. 15 NGO workers were murdered (including four expats).

In 2004, 22 NGOs workers were killed (including three expats).

Since 2003, 82 NGO workers were killed.

During 2008 first quarter, 13 NGO workers were kidnapped and 11 killed (including eight in the northern provinces).

In 2007, there were 150 suicide bombing, 42% targeting the military forces, 50% in the south, 20% in the centre and 21% in the north. During the 2008 first quarter, there have been 20 suicide attacks, which killed six times more than last year.

In 2006, 3,700 civilians were killed compared to 1,977 in 2007.

MSF return to Afghanistan will have to take into consideration the deteriorating security situation in the country, as well as at the Pakistan border regions (Fata, Waziristan). Increasing number of kidnappings, killings, suicide bombing, widespread presence of international military forces (west European and American) and several armed opposition groups; furthermore lose of MSF’s strong national staff base – all of this has to be taken into consideration.

With the support of ICRC, a first meeting with high-ranking Armed Opposition (AO) representative was organized in May (Dubai). It is the first time that MSF has a contact with an AO representative since our departure in 2004. The AO representative expressed his lack of confidence towards NGOs and the whole UN system (UN representatives are considered NATO generals), however clearly distinguished ICRC from the rest as a neutral and impartial humanitarian actor. Currently the AO seems not to be united and is composed of several groups, the discussion gave the feeling that various chains of command exist and that different messages can be passed.

Regarding the Badghis killings and the ongoing court case, the representative of AO did not condemn this attack as such. He expressed his doubts in the Taleban capacity to perform such an attack at the time.

Other discussions will be encouraged in the coming months, particularly for having clarification towards Badghis June 2, 2004 and what could be the role of an actor like MSF in this context today.

The decision to return is now clearly separated from this court case and no longer considered as a pre-condition for a return. But it remains an issue to consider when assessing security (as it can be interpreted in various ways and may give a bad signal: impunity, trust in the government etc…). OCA is still involved and supporting the families, the staff and the MSF network and is trying to effectively close the case. Families are being informed of the decision to return to Afghanistan and do not oppose this decision.

It appears evident that if MSF wants to work again in Afghanistan it has to be coordinated closely with Pakistan projects and links must be tight between the two coordination teams. It seems there is a lack of network and connection in general,
between Afghanistan and Pakistan, states Joanne. The security situation of Pakistan has
to be followed-up closely as well, as there are also serious deployments of international
military forces and important security risks.

In preparation with the return to Afghanistan, IO organized in May 2008 a meeting in
Islamabad with former MSF Afghan senior medical staff and representatives from the
five OCs. It was a great opportunity to update the present ground situation and raise
different issues linked to the presence of humanitarian actors in the South.

Generally in MSF, it is recognized that the return to Afghanistan will be a major
challenge for the movement and the Exdir recommendation to have one section to return
to Afghanistan for the first two (2) years is welcomed by the IC members. This new
approach will have some very positive innovative elements for the operations, such as: a
single and coherent representation at Kabul level towards national/conflict actors (both
governmental and armed opposition groups); building a solid network (nationally,
internationally), coherent and consistent communication towards the Afghan population
and within MSF movement and externally; common and shared analysis of the situation;
better accountability within the Movement, etc. At the same time, the IC expresses strong
concerns with regard to the insecurity of Afghanistan context and MSF capacity to deal
with it.

Regarding the security aspects in general, the IO is conducting an assessment on different
kidnappings, which happened in the past, analyzing them and learning about the policies
and responsibilities of different States. Raffaella suggests including Afghanistan in this
assessment.

The IC members would like to know more on what kind of medical activities MSF is
planning to have in Afghanistan. At a recent meeting with the Deputy Minister of MoH
shows, explains Emmanuel, that there is still an important need to support hospital
structures. The medical project will be presented following July RIOD meeting (selection
of the designated section) and once we will have a first exploratory mission conducted.
But there is a clear approach to be close/at the periphery of the conflict and most likely to
treat the wounded (civilians and AO) with a component of maternal healthcare.

Currently three OCs expressed their interest to return to Afghanistan. On 10th July 2008
RIOD meeting, three OCs will present their operational proposal of returning to
Afghanistan and this platform will collectively choose the section, which will be
returning to Afghanistan on behalf of the Movement. It is understood, the return to
Afghanistan will be for initial 2 years. The preparation phase for return might take from 6
to 9 months. After one year of presence in Afghanistan the OC will present its analysis
and achievements/concerns to Riod/Excom platforms.

Only one section returning to Afghanistan might create frustrations within the Movement.
There is a need to understand this operational decision and assume these frustrations. The
boards, the associations and the IC are requested to encourage this operational decision
and do not put a pressure to the operational teams on going to Afghanistan as well.
If this exercise is proven to be useful and successful, the same approach could be used in similar highly insecure contexts such as Somalia, Iraq.

The IC members raised also other important concerns that have to be clearly taken into consideration. The platform is still concerned that the decision to go back is not really based on the clearly defined medical humanitarian needs of the population, and moreover knowing the deteriorating security situation will there be sufficient space for medical project? If the project objective will be limited to support medical structures only, how will this be linked to the medical humanitarian priorities?

Human resources component is also very important to take into consideration, it will be pertinent to identify the expatriates willing to stay long periods in Afghanistan and really ensure that the best people are chosen from HR international network, who will represent the movement to all actors in Afghanistan.

IC conclusion

| The IC agrees with the RIOD intention to go back to Afghanistan with only one leading section and subsequent recommendations of the ExDir |
| The IC expresses strong concerns with regard to: |
| - The persistence of direct/targeted security risks for the field teams and the need to carefully address them before getting back in the country; |
| - The absolute need to rely on experienced staffing; |
| - The current absence of any identification/definition of field activities. |

The IC asks ICB to follow the process of returning to Afghanistan together with Excom and RIOD platforms.

Myanmar evaluation/critical review

*Speakers: Jean-Clement Cabrol, Dan Sermand, Bruno Jochum*

The IC members thank the evaluators for the report.

For OCA, Pim underlines, the outcomes and results are very interesting. However reporting to the IC is too early, because the results and conclusions have not been (yet) discussed with the field and therefore the evaluation is not yet finished. Taking into consideration short duration of this evaluation and that it was covering 15 years of activities; producing such strong conclusions and judgments without a very careful verification of data and discussion on interpretation of all findings with the field may not be adequate. However, Jean Clement and Dan argue back that the discussions with the
field were limited because of time constrains and as well the availability of people (HoM of OCA was on holidays even if he knew two months before the timeframe of their visits). In addition the “Myanmar evaluation” is more a critical review than an evaluation, where the evaluators were looking with a critical view on MSF operations’ pertinence and its impact in Myanmar and its population.

Isabelle in contrary finds the outcomes of the report very useful and important, as following the presentation of this report to OCG board, the OCG operational direction was able to adjust its approach within Myanmar and started working on implementations of the recommendations. Though she asks what were the reasons to have Arzen Zonder Grenzen instead of MSF in Myanmar and why there was no change? Both evaluators believe that it is part of the history (Thai border). Now AZG and MSF-H, both names are officially in use, though for local population and for even locally employed staff it still remains to be AZG.

Jean Herve points out that OCP’s departure from Myanmar did not aim to have a huge impact, as the two other sections remained in the country. More generally, he continues, the report is missing a political analysis and pertinence of MSF presence in Myanmar. For example, it would have been interesting to meet with the Myanmar authorities as well as with the Myanmar opposition group to know their perception of MSF in general and its activities. (NB: last visit to Aung San Suu Kyi (opposition leader in Myanmar) took place two years ago by Frank and Emmanuel – HoM OCA and OCG).

The discussion about the relevance of advocacy is questioned and especially looking at the added value of the advocacy campaign of ICRC conducted in June 2007. For Dan, there is no evident impact and no changes so far for the ICRC. ICRC has two projects in Myanmar and their situation is somehow paralyzed. Their only apparent strategy today is to wait for the change of government.

He reminds that there is an embargo from the EU and the US since 1993. The junta developed since then solid relationship with Russia, China and India and does not really care about Western countries. Some IC members wonder if there will be an impact of the current MSF emergency response to the victims of Nargis Cyclone and if MSF perception within Myanmar will be changed. According to both evaluators, there will be an impact, as MSF was the first NGO going to the places where the cyclone hit the worst. During this emergency response MSF for the first time was able to establish a contact with high-ranking authorities.

Majority of the IC continue to ask questions with regards of the future MSF activities in Myanmar, such as: Can we do what we want to do? Or we do what we allowed to do? What is the strategy for HIV/AIDS for MSF in Myanmar?

Jean-Clement believes all actors recognize MSF as an independent organization. The problem would rather lie in MSF level of compromise (considered as too strong) and in MSF not addressing some of the population major needs. However, to open doors and have access to some populations, MSF need some closeness with the authorities.
The particular context of Myanmar and the work that MSF can do knowing that certain “black” (conflict areas, which are forbidden to work in) areas are of “no go” for MSF, shall be reconsidered. Therefore, the independence of the choice must be made and post-conflict areas shall be considered.

The strategies have to be carefully chosen. With regards to HIV/AIDS projects, it will be irresponsible to continue to admit new patients without clear further vision. Possible handover are being discussed based on reflections expressed in this report.

The nutrition and immunization programs should be considered as new medical operational approach, as it seems that it is a real problem in Myanmar.

All projects were relevant when initiated and achievements have been incredible. However, most projects are now too public health oriented with an overprotection of the beneficiaries (in particular in the AIDS projects, which may lead to positive stigmatization) and a replication of the projects in other places without further rational (MSF is treating 90% of HIV/AIDS patients of Myanmar) is questioned.

Christopher believes this evaluation helped better understanding of MSF programs in Myanmar and more importantly MSF pertinence of being there.

Christopher reminds that this is the third critical review (Cholera in Angola and Aids in Malawi were the first two). He would like to know what are the expectations of the IC, taking into account that there are several audiences for these reviews such as Riod, DirMed, Exdir and IC platforms and the field. The process of validating the TOR and launching the process is very long (for Myanmar it took nearly 1 year) and getting information beforehand was a struggle. We need more commitment from the OCs concerned, in particular the DirOps, to support the process and to better inform the team in the field. For the Myanmar critical review, the support mainly came from the IO.

The IC members believe that a lot of energy has been put into these evaluations and one can consider the mutual accountability as an interesting exercise, however these evaluations do not provide the global/political picture. Thus, the IC recommends to include in such evaluation a stronger element of political/strategic vision for MSF in certain programs/contexts.

Christopher agrees that there is a need to revise resources, methodology and use of the report taking into account that the follow up of the critical review takes time.

To conclude

The IC acknowledges the work and energy put into performing such evaluations and understands that more than two evaluations/critical reviews per year will not be possible. These evaluations contribute to building international operational accountability, however more political intentions should be put behind this exercise before being brought to the IC.
Christophe thanks Paula for her debriefing and sharing with the IC the lessons learnt, like the inefficient security management and the concerns of the teams. The ICB had a session on Somalia during the meeting in March 2008, where the question on who is responsible for Bossasso kidnapping was discussed. All possible options were on the table. Different Somali actors were mentioned, including the government, which was a concern for the ICB. At that time other MSF projects were operating in different place of Somalia, where the potential perpetrators were present. The ICB at that meeting asked the OCBA to come up with clear orientations for the case analysis for the reasons behind the incident. Since then few months passed and we are still in the same situation, without clear orientation of who is behind this kidnapping.

Paula explains that the Bossasso incident was a local affair and it is still not confirmed who is behind this incident. However certain involvement of the government officials is evident in this kidnapping. The reason behind this kidnapping is clearly financial; the rest of the information is available in the confidential dossier.

One of the reasons mentioned during Paula’s presentation was MSF being targeted directly, is there any specific reasoning for this consideration? According to Paula, during the post kidnapping overview all the reasons for this kidnapping were put on the table, this one was not excluded, as MSF in Bossaso maintained weak networking with locals.

Christopher gives an update on the IO office initiated activities: assessment of the different kidnappings that took place in the past, the role and the responsibilities of the states and MSF, different approaches for handling the kidnappings. Xavier Guinotte does this assessment, under the Secretary General and Excom supervision.

A hardcopy of the report of the Bossaso kidnapping analysis is available at the IO and the Spain office only. Operationally speaking, both Kismayo and Bossasso projects were closed after these incidents.

Malnutrition is increasing and the general situation of the population is worsening. There is a very limited presence of expatriates with flash visits because of the security deterioration.

There has also been an enormous collective effort of all sections to manage in transparent, open and coherent way the post Kismayo attack analysis and its consequences. Several overviews have been conducted internally and Cedric Martin, who was requested by the ExCom, performed one external evaluation.
A meeting in Nairobi was organized with representatives of all operational (staff, HoM, desk, Ops) levels of all sections, in order to understand different levels of cooperation and possible ways of improving a better communication/cooperation based on agreed upon principles and mechanisms. Objective of the meeting was to improve interaction and transparency in this highly insecure context and to increase cooperation between HoM and desks.

Christopher pays special tribute to OCA for its transparency around the Kismayo incident. This open-mindedness sets a precedent. There has been an agreement that this level of information sharing will be a standard for any serious incident.

Marilyn informs the IC that the report has not been finalised yet. Therefore the presentation is more general in conclusions with limited details. Her report is based on her evaluation of the Kismayo project in the context of the OCA Somalia mission, through the lens of security; it is benchmarked against other missions in Somalia and her personal experience. Nevertheless, the generalized conclusions can apply to other polarized/insecure context, in which she believes MSF cannot continue to work in the same ways as the past. Marilyn agrees that local networking and meeting with local commanders is a key in many contexts, but we also need to build our networking at the other levels of the organization to balance the local information with the international.

Christopher wonders if we are ready to take steps to change the way we work, for example the way we staff the HoM positions in complex contexts, sometimes with expats with little experience of insecure environment, no or poor hand-over, and this multiplied by the number of OCs present in one country. Marilyn agrees, but believes we need to try and move forward on these types of changes.

For Joanne, it is important that the IC understands the very volatile situation in Somalia. It is not only a check list of things to do or not to ensure security, it is about minimizing the risks; about making the right decision and understanding the extreme danger to work there.

The IC acknowledges different initiative taken for understanding of two security incidents, happened in Somalia and encourages a better and coherent approach to be elaborated for highly insecure environment. All executive operational platforms are asked to increase the operational coordination between different OC at the HQ and mission levels.

The IC strongly recommends close coordination of MSF activities in Somalia between the different MSF sections present there and to ensure transparent and regular information sharing within MSF on all levels (field/desks/dirops). Aware of the growing and direct security risks affecting the entirety of our staff, the IC requests the Operation Directors to continue to do everything to control the exposure of our field teams (both international and national). The IC emphasizes the importance of the common approach
of communication/advocacy/contacts and reaffirms the availability of ICB/IO staff to maintain these contacts. The IC asks ICB to follow closely the Somalia mission.

**International fund for innovation and research**

*Speaker: Christopher Stokes*

This year is the first year of the implementation of the innovation fund. The project proposals were submitted to DirMed and Riod platforms and a first round of projects selection took place on 24 April with a total of 15 submitted projects (three per OC). The projects were presented and debated during this joint meeting in Brussels and 3 projects were selected by vote with clear winners. The 4th project (which reached as well very high number of votes) will be funded by the Norway legacy.

All persons involved in this project agree that the dynamic and debate generated by the innovation fund was excellent, and this was the main expected outcome. However all agree that there is a lot of room for improvement as this first round was organized within a very short period and selection took place too late and most of the projects were being implemented. For the second round (2009) the projects will be submitted and selected by September – October 2008.

The international fund for innovation project raised very good awareness of all OCs and interestingly enough, people noticed that the new innovative projects for one are already being implemented by others. This was the case for nearly half of the projects (5-7 proposed projects).

On another hand, there was a hesitation on what MSF considers as innovation and what as operational research, comments Christopher.

The IC members agree, that from the selected projects at least one can be considered as operational research. The IC would like that the executive platform define better the definitions of the operational research and the innovations, and applies better these definitions for the next round of the projects selections.

The IC requests that the feedback on the outcomes of the innovative projects implementation be provided within 1 year.

The IC endorses the selection made by the DirOps and DirMed namely:

1. Determining MUAC cut-off point for deciding inclusion to therapeutic feeding programmes, Burkina Faso - OCP

2. Thin layer agar (TLA) for rapid TB diagnostics and DST in TB-HIV programme, Homabay Kenya - OCP

3. Emergency and primary health care for populations affected by violence in Complexo Do Alemao, Rio de Janeiro – OCB
are to be the three projects which will benefit from the international innovation fund in 2008.

The 4th project (A coherent and quality response to highly vulnerable and mobile populations across state borders, Beitbridge, Zimbabwe – OCBA) will be supported by the funding coming from the Norway legacy.

**Unanimous**

**FOLLOW UP ON THE IC PREVIOUS RESOLUTIONS**

**National Staff Dec 2006 resolution**

*Speakers: Frances Stevenson, Gabriella Breebart*

"HR national staff IC presentation.zip"

The IC thanks Frances for this report and appreciates the information that is provided.

One of the recommendation of this report is addressed to the International Dir RH platform and asking to come up with HR recruitment plan, taking into consideration the outcomes of the Frances’s report stating that more national staff will have access to the positions of the responsibility and therefore the need of international staff recruits will be decreased. Does the DirHR platform take this into consideration? What steps are taken to address this issue, requests Christophe from Gabriella.

Gabriella (International HR coordinator) explains that today not much progress is being made with regard to international HR recruitment plan. It is still difficult to anticipate how many people will be needed and how many we can find. The forecast is made for a short period of six months. Taking into consideration the turn over of the position is equal to 1.2 and using some other indicators, we can extrapolate some future needs in broad lines. The DirHR platform is looking forward to do the estimation taking into consideration the increasing number of national staff having access to the position of responsibilities.

Another activity is to try to benchmark the core of HR activities, like how many FTE do we need to have so many recruits, which will help us to improve our efficiency. Though not only the number of recruits is important, but as well the quality and their commitment to stay with MSF.

In many countries with the presence of several MSF sections, the difference of salaries being paid to national staff creates tension and problems. Is there a way to address this issue, asks Tankred.

To have the same salary scale everywhere is big work and it is still in progress. What has been agreed so far and being started (to be implemented in the field by end of 2009) is to use the same methodology for defining the index of the lowest salary and apply the same index for the salary scales, which will decrease the differences.
The access to training for national staff often hampered, as they normally are never “between missions” like expatriates for the training, points out Frances.

In 2004 the IC decision was stating that MSF should be a socially responsible employer and today in 2008, it is presented that we do not have a common definition of “socially responsible employer”. This puts doubts on how serious MSF is about this issue? What were the concrete obstacles to come up during the 2007-2008 year to a common definition of the responsible employer-ship, ask several IC members.

Some people did not think that it was necessary at the first place to have a common definition. Secondly there is a fear that once the definition is being accepted, that will have serious financial and HR implications and some OC are not in the position to fulfill these needs.

Frances general overall impression is that many initiatives are taking place in all OCs and people are concerned and keeping this issue on their agenda, however further work is needed and progress needs to be monitored. She notes that this assessment, like the initial report, was done only in Europe. Next assessment should definitely be in the field through interviewing the national staff. They are the ones, who will be able to tell if MSF is a socially responsible employer.

This definition must be international, state the IC members. Frances precautions that the only danger of having it at the international level is the risk it will be weak and a lowest common denominator. Therefore the international definition should be inspirational and avoid that we continue our activities with the minimum package.

One important element of having this definition on international level will be that it will be applicable to all MSF staff: national, international, HQ.

A common vision should be worked out as well. An organization needs to have a clear vision of what it wants to achieve and why. The vision that OCB and OCP have had enabled those OC to make long-terms strategic plans that has guided the OC and helped them change the organizational culture.

The other OC are developing different vision with various success – OCA has a particular difficulty of finding a vision that everyone accepts. It is important to embed these HR policies in the operational approach in the recruitment, briefing, training and evaluation of managers.

After La Mancha the vision was changed with regards to the management of national staff, however for the moment there is not so much done on communicational line (pictures MSF uses, the reports, etc), we should work on the way we communicate this new post La Mancha vision in our external communication

Jean Marie indicates that OCB board has several ways to follow the progress: through the budget figures (it is not an accurate indicator, but it gives a picture on how much we are
spending the money on our national staff). A second indicator is the number of national staff occupying the coordination positions. As an association we also have to take into consideration the associative dimension of the national staff involvement in our operations. For example, HoM is thoroughly briefed on including national staff in the morning meetings/updates in the mission. Is MSF an association as well in the field or just in the HQ? The board has to encourage the involvement of the national staff in MSF operational choices.

The IC agrees to push the issue within each section and make sure that the progress continues. Complete information will be available by 2010, few IC members express the interest of having a regular update on the progress being made from each OC representatives, as part of accountability mechanism and transparency.

The IC endorses the recommendations of the report as stated in its section 6.1

The IC decides that the definition of the “responsible employer” is an absolute priority and that is should be intersectional.

As stated in the report, some of the recommendations are not foreseen to be implemented before end of 2009 - beginning of 2010, hence a complete new report will not be relevant before June 2010, and should this time be conducted in our field of operations.

Nevertheless, some IC members express their willingness to be regularly updated by the OCs representatives on progress made in the implementation of the recommendation (next update: June 2009).

Unanimous

**IFFC update and 8% exceptions**

*Speakers: Djamila Mili, Bernadette Orbinski-Burke*

Bernadette gives an update on the growth.

The IC members request to have an explanation from certain sections, as their increase is very significant.

Hong Kong section has an increase in it’s budget up to 62%, which could be explained by the purchasing of new fundraising software, full financial support of Guangzhou Office in China and one new full time position of an associative officer.

Looking into global MSF Movement budget, the 62% increase for Hong Kong may not play such an important difference. Furthermore small budgets have also small margin of 8% and just having additional one or two FTE might increase their budget increase significantly, comment few IC members.
The Financial commission, represented by Bernadette, agrees that smaller sections have smaller budgets, thus it is understood that they are to be more accurate with their estimations. However this exercise shows, that some sections have poor budgeting mechanism as the initial budget compared with the actual also varies significantly. Furthermore the commitment to cap the growth on 8% is agreed by all IC members and it is valid to all the sections regardless of their budgets and size, similar to the IC governance, each member has same voting right regardless of its size and operational activities.

Hong Kong section requested an exception for the purchasing of fundraising software. The Financial committee decided that the fundraising requests will be addressed and approved by the Fundraising commission, therefore they are not being presented here.

Norway and Sweden figures show a high increase in the presented table, though Oyun and Anneli will have to crosscheck them with the executive team. It seems that the figures presented at the board discussion and the figures shown here do not match. But Bernadette explains that the figures have been provided by each sections finance director, which beforehand were approved by the board.

Operational budgets of OCP and OCG are as well exceeding the agreed 8% cap on growth.

OCP: Marie-Pierre explains that, year 2007 was a flat year with a decreasing dynamic which started in 2006. The provisional budget is higher then 8% and current revision of the budget will be finalized in one month, which will be showing an increase. The agreement on the 8% cap is done for 4 years and not for 1 year, how would OCP maintain its commitment to this decision, knowing that their operational budget during the first year is over passing this cap. Will OCP maintain this growth or will it commit to the IC decision, ask several IC members. Marie-Pierre responds that the rhythm of the operational growth will not be sustained in similar way for the coming years. Several elements are to be taken into consideration, such as financial resources, human resources, technical support to the operations, etc. OCP is reaching its maximum operability with regards to its capacity to absorb the operations; therefore OCP does not intend to grow further. OCP is committed to the IC decision on capping the growth of MSF Movement.

For OCG, Isabelle clarifies that the main increase is linked to the increased number of emergency response missions. For “un-planned” emergencies, MSF is flexible and could consider them as exceptions as long as the information sharing is done in a transparent and open way. The decision for the “un-planned” emergencies will remain to be a collective decision.

There could be some good reasons and explanations for each sections, however the December 2007 IC decision is something that all of the IC members committed to and it needs to be applied by all, reminds Christophe. It is true that this average 8% cap on
growth may vary from year to year (one year 6%, next year 10% and shall not exceed 36% in total for four years).

The December 2007 IC in Amsterdam decision specifies that in the 8% cap we have included as well the fundraising. During the Amsterdam meeting, few presidents questioned if the FR should be outside of the 8% growth. After a lengthy discussion at that meeting, the IC decided that FR expenses are to be included in the 8%. Several sections submitted their requests for the exceptions linked to the FR activities. Today after 6 months, we see that we plan to spend more then we collect. Shall the fundraising activity be apart from the 8% cap, in order to collect the so much needed funds? May be there is a need to take a decision today to exclude the FR from 8%, suggest several IC members. However, the majority of the IC preferred waiting for the outcomes of the FR commission recommendations on long-term investment, which will be presented to the IC in November 2008. Following these recommendations, the IC will decide whether or not it wishes to change its decision. Just as reminder, Anneli underlines, that the decision in December 2007 on 8% for HQ growth as well was because it includes FR, if it is taken out, then there should be no growth within the HQ.

The IC expresses its concerns by the growth of HQ non-program related expenses versus the HQ related program costs.

The aim of the growth control is to make sure that the HQ growth will not over stream the field growth. Today’s analysis show the operational growth is within 8 %, however the HQ growth is much higher. The boards are the ones who approve the budgets, there will be always a good explanation and good reason for justifying additional HQ FTE presented by the executive team considering the sectional/group logic. However when we look at the movement trend today there are around 1900 FTE in the field versus 1649 FTE in the HQ, in couple of the years this ratio might reach 1:1. The Exdir decision to try to slow the growth within the group level by no net increase of the FTE at HQ is based on the concern of capping the growth.

The IC welcomes the Exdir recommendation to control the growth and in particular FTE, as long as it does not affect the operations.

11 exceptions to the 8% were requested the approval. The Exdir only approved four and ICB approved them as well unanimously with 1 exception (MSF Holland).

The IC members express their concerns that the purchases of different softwares, IT programs are done on individual basis. It will be so much easier to negotiate a contract for purchasing one FR software for example for the whole movement. The total price will definitely not be the same, thus cost efficiency, and in addition, it will allow harmonizing the tools being used within MSF. If the request for exception will be linked to the purchase of different software, they will not be approved. The Exdir already discussed this issue of assets. Certain actions are being taken for improving the sharing of assets within the Movement.
Scenario 3: resource sharing mechanism

Djamila Mili (International Finance Coordinator) presents table with 2008 forecast update with 2007 actual figures and thus with UK, Germany shortfalls. UK new fundraising forecast and Norway legacy have been added. The table shows that the fundraising shortcomings (Germany and UK) and Norway legacy can affect the sharing mechanism of financial resources within the Movement. Looking through the figures and taking into consideration the impact of the FR shortfall, we can foresee today that OCA might have a significant deficit (38 millions) by the end of four years. Exchange rate impact was not included in this evaluation.

OCA recent meeting’s shows that OCA partners are concerned with this shortcoming and committed to come up with a proposal in order to address this gap. OCA had recently a meeting where this issue was openly discussed. MSF Canada will be looking into the fundraising potential and possible ways to increase the income; in the same time will have a closer look into the decreasing costs. As this situation is not new and known since few months, all OCA partners are aware of it and looking for possible solutions.

Pim states that on the other hand, we still have to learn how to use this forecasting tool: if projected income has to be adjusted because it is lower than previously expected, and therefore also lower than projected expenses, we will adjust the expenses downwards. So, these figures have to be seen as a tool that helps with planning but they do not allow for an assessment of the performance of sections or OC’s. Even more so, we have to agree on how scenario 3 precisely operates.

Paula points out that OCBA’s figures presented in the table are not matching the real situation. It will be important to make one correction in this table: 23 million euro promised from OCP to OCBA to reconstitute OCBA cash reserves actually should be taken out from this table, as there no actual transfer of money done or planned. Hence the actual number of months of cash reserves is far below of what is indicated in the tables for OCBA.

In general, the situation is worrying: we plan to spend more and we do not collect enough. OCB expressed its willingness to support and invest in fundraising of other sections, once the recommendations of the fundraising commission will be presented.

The fundraisers are strongly requested to update as accurately as possible this information. MSF UK and MSF Germany are encouraged to come up with better FR figures.

MSF Germany is concerned with its current shortfall in FR. Since nearly a year, the FR issue is discussed during each board meeting. The only explanation to this shortfall is a significant decrease in the spontaneous donations in Germany. Similar situation is being faced by all NGOs in Germany and in comparison with them MSF Germany is actually in a better position. The treasurer is actively involved in the forecasts and is engaged to provide more precise figures. Right now the re-orientation of FR is targeting bigger
donors, stimulate the spontaneous donations and try to get more money from the existing donors. The German board agreed not to invest more than 10% of overall income.

For UK, there is a progress being made and if we look at the monthly updates we are back on track. Another element of this shortcoming is the problem related to the exchange rate between Euro and Pound.

Christophe states again that it is time to put things on the table and discuss what you want to do in the coming years and how to cover the shortfalls. Rationalization of MSF operations will be needed, we cannot just continue growing. There is a concern that the operational ambitions are not matching the FR capacities, and the two have to go in parallel.

Some OC historically were created in a way that makes ones richer today than others. However having the financial solidarity mechanism within the Movement reassures the support and coverage of these shortfalls. Though the solidarity mechanism should not be seen as a “communist” state: regardless of what and how you do, someone else will pay your mistakes. OCA partners are engaged to do everything possible in order to address this shortfall. Tankred and Joanne state, that by the end of year they will know what happened last year and what they can do next year and this will be presented to the IC. Joanne makes clear that as OCA they have to come up with a proposal to the next IC on how they want to deal with this issue.

Since long time OCG was claiming a shortage of money and the standard response was “do not worry, we will not leave you”. Having this discussion and looking into the details of each OC, really shows how far are we committed to help each other in the times of difficulties, underlines Isabelle.

MSF needs both the solidarity mechanism and also the responsibility of each section: to have a balance and of course to increase in FR. Even having scenario for sharing the resources, each section should have its own maximum capacity to fulfill its own forecast insurance that it does its best, even if we have some insurance that with scenario we will get money, states Joanne.

This sharing mechanism is something new, lets wait additional time and have more precise figures, and afterwards amend the 8% recommendation if needed.

The solidarity mechanism’s financial flow within four years will be €300m going from groups to groups, that will be balancing and enabling certain section to continue their activities and allow to have growth of 8%. Two out of 19 sections have made an error in the FR forecasting, which effecting this scenario of resource sharing.

The US Fundraising market shows high return on investment. Vast amount of money comes from a very small wealthy group of people. Relying just on them, could be a bit vulnerable, underlines Bernadette.
The IC is concerned by the discrepancy between the HQ program growth and the rest of the HQ growth (temoignage, administration) and asks the Exdir to address it.

The IC welcomes the decision of the Executive Directors to commit for a real control of the HQ budget growth and controlling the number of HQ posts with the condition that this does not affect the running and support of the operations.

The IC endorses the exceptions to the 8% growth as recommended by the IFFC/ExDir, but questions the small amounts they do represent and ask the ExDir to follow the way these exceptions are established.

The IC expresses its concerns about the trend of growth in the 2008 operational budget, especially for OCParis.

IC members all reaffirm their commitment to the collective decisions we made last December, and to stick to the 8% average growth over 4 years, knowing that if we want to go above this 8% to absorb unplanned operational needs, that will have to be a collective decision.

The IC is concerned by the shortfall in Private fundraising in OCA. The IFFC will work on adapting the solidarity mechanism within the scenario 3 to make all OCs to meet their budget needs but the IC welcomes the commitment of OCA partner sections to come up with a proposal to address this shortfall.

The IC does consider that extra investment for FR will have to be made but that for now we are lacking information on where this will be worth to be done. So for the time being we consider that FR expenditures are still part of the 8% cap on growth until further advice at the next IC.

**Election of the Vice President**

Reinhard Doerflinger (President of MSF Austria) is elected as the IC Vice President for 3 years, replacing Anneli Eriksson.

He will sit in the ICB/IC as IC Vice President.

The composition of the International Council Board is now as follows:

- **Christophe Fournier** (President of the International Council)
- **Reinhard Doerflinger** (Vice-President of the International Council)
- **Bernadette Orbinski-Burke** (ICB/IC Treasurer)
- **Jean-Marie Kindermans** (President MSF-Belgium)
- **Marie-Pierre Allie** (President MSF-France)
- **Pim De Graaf** (President MSF-Holland)
- **Paula Farias Huanqi** (President MSF-Spain)
- **Isabelle Segui-Bitz** (President MSF-Switzerland)
- **Joanne Liu** (President MSF-Canada)
STRUCTURAL GROWTH MANAGEMENT

Anneli Eriksson is chairing this session.

Fundraising assessment of new entities
Speakers Olga Prat, Jordi Passola

The IC thanks Olga Prat (FR assessment) and Jordi Passola (International Communication and FR Coordinator) for this presentation.

The IC finds the outcomes of this assessment interesting and would like to know if FR commission will be as well looking into the FR potential of other markets, where MSF is not present or plans to be present (such as New Zealand, South Korea, Russia)?

MSF is present in most of the countries where the FR potential is interesting, the markets such as Russia, New Zealand will be looked during the second phase of the assessment only, if the time frame will permit as the priority of this phase is to look at sections.

If MSF is not planning to have an entity in certain country with high FR potential, it will be interesting to look into international capacity via Internet. Some offices use Internet more than others as a fundraising channel. MSF might be under-using its Internet FR potential. Therefore it will be important to look at it during the second phase of the assessment.

FR activities will have to be linked with the communication activities and as well strong links with local society via expatriates. Not necessary doing recruitment, but having the expatriate network and doing some communication will increase awareness among the society, which will have a positive impact on the FR outcomes.

For each new country MSF will have to adapt its communication message and identify which type of FR activity will work best in this country.

The second phase of the assessment will look into the FR potential of the 19 sections. Given the fact that we have much more data available on 19 countries, the FR commission will have to find a way to compare all the data from the NE and existing countries FR, in order to come up with the recommendations on long-term investment. Additional information might be available in the coming months on the NE, as there are some FR tests, feasibility studies on-going.

The ROI (Returns On Investment) will probably be lower in NE than they were in sections when they started during the 80’s as some elements such as big emergencies
SOMALIA, RWANDA, KOSOVO...) or Nobel Peace Prize had a multiplying effect on fundraising.

Institutional FR potential should be assessed in existing sections but is out of the scope of this assessment that focuses on private fundraising.

The IC welcomes the findings of the fundraising assessment and is looking forward for the outcomes of fundraising potential of the existing MSF sections and its recommendations on long-term investment in fundraising for MSF Movement by the next IC in November 2008. Additionally the IC advises that there be an assessment of international fundraising potential through the Internet.

Unanimous

Proposal on new entities – 4/5 IC majority in favor is needed to endorse recommendations of this proposal


Anneli presents Catrin Schulte-Hillen (NE working group facilitator) and explains the process of the work of the ICB/Excom working group on new entities proposal.

The initial draft of the proposal was circulated to all boards for discussions and comments. Having received all feedbacks and comments a second draft was prepared and presented to the Exdir for the discussions and recommendation. The document that was circulated to the IC as part of the background documents includes as well the Exdir recommendations.

Discussion/questions related to the process

The two stand-alone reasons justifying the opening of MSF Entity are FR and representation. There is a lot of emphasis done on FR, but there is a lack of analysis of representation potential, comments Christa.

Christopher agrees that the representation potential is not extensively presented in the proposal, though there is an advocacy mapping planned, which will help us identifying the places within the Movement where the representation of MSF is lacking. Additionally, the new entity assessment conducted last year covered the MSF representation in these new places and touched the global representation potential for MSF to be these 11 areas. Thus the general (not as technical as FR) information is available on the representation potential of MSF, adds Catrin.

It will be interesting to include in the review of the existing sections an analysis of MSF medical/pharmaceutical, political стратегия of representation, suggest Jean Herve.
During the ICB Excom meeting in March 2007, the moment when we start to look more in depth in NE and growth in general, it was agreed that representation is one of the important element to be taken for the expansion of MSF in the future, states Christophe. Jean Herve’s paper written for this meeting in March 2007 as well states the importance of the representation “new entities will have to be linked with operational needs and only operational needs, that we are lacking in our existing section”. The idea of having the representation is not new and shall be maintained in the proposal. The representation has also to be understood as medical representation towards medical institutions.

The FR potential presented earlier this morning and its outcomes; will we be using them for the decision on NE or shall we wait for November FR recommendations, questions Paula.

Jordi, Christopher, Jean-Herve state that this is the best picture/information we have today, of course there could be new information coming in the coming months. It is the best info available since the last 10 years. It is clear that the FR potential for new entities presented today is a valid one and we could make decisions based on the presentation.

Anneli explains that there are 4 different sets of recommendations. Each set is being presented separately. The ICB suggested having 4/5 majorities in favor for the validation of these recommendations.

**1st Set of recommendations of New Entities proposal - Directives**
Matt and Tankred would like to clarify the definition of “stand-alone” reason. As for them it seems to have an entity just for FR, or just for representation is not enough.

Representatives of the Working group give an explanation on how these stand-alone reasons were agreed within the group. Discussion within the working group was to try to identify possible reasons: HR, multicultural aspects, representation and FR. Out of all possible reasons identify the ones which will be the most pertinent for an opening NE, without facing a situation that “all and everything is a reason” valid for opening NE.

Some IC members suggest taking away the “stand-alone” and combine the representation and FR, saying that these are two reasons needed for an opening of an entity.

However looking for example at South Africa and Ireland entities, we can see that for South Africa the main focus of MSF presence is its representation and not so much FR, as there is not much potential. As for Ireland – the main reason is the FR.

The categories proposed (branch office, delegate office, section) have different levels as well. If the entity is being opened as a branch office with only FR activity and it functions under the supervision of Mother section. However if the entity is a delegate office, then having only FR activity is not justifying the status and additional activities would be needed to justify the opening of this entity.
Paula wonders why HR is no longer a reason for opening an entity. It is known that MSF has a lot of HR available in the Movement, but according to her, it is not as easily shared as financial resources. Majority of boards’ feedback did not want to have HR as a potential for opening NE. Some IC members express that HR are being shared between the OC and current common response to cyclone Nargis is a confirmation to this. Furthermore, as presented Frances Stevenson, there are a lot national staff who are ready and capable to take the coordination positions in the missions and some are waiting for the expatriation. Thus the number of first mission departures will (probably) decrease in the future.

What is the intention of having different criteria, asks Nick. According to working group proposal, no natural development will be possible for one entity. Thus we need to have some qualitative and quantitative information to be able to place better different entities

Tankred and Isabelle do not really see the need of having differentiated categories (branch/delegate) and the reason behind of having this subdivision.

When a new entity is being established, it has a specific purpose/reason and it does not have to have a board and association, explains Catrin. Creating a board in a certain country might be linked to the legal requirements of the country, which will have to be seen case by case. The governance review is a must, but we need to be able to see the different roles and activities of different entities, and the IC has to be fully informed of any development and be the one who decides if there will be a change in the status of one entity.

Tankred understands the explanation, but still do not consider the need to have this transitional step (Delegate office).

It is not something fundamental, but it is given a space for the specialization of these new entities. By being a branch office it will have a specialized role and may not see itself as a section today.

Raffaella does not see it as a negative thing of having different categories within MSF governance. It will allow a clear differentiation of different entities in the international financial accounts and it will not prevent for certain entities to have further development in the future, knowing that final decisions on such development will remain a prerogative of the IC.

The difference between categories is still not clear within the IC and it might be difficult to explain these categories to the rest of the Movement, points Tankred.

Though for majority of the IC, the definition stated in the proposal are clear.

The review of the governance is a key moment for MSF as a Movement. There is as well a need to look at different initiatives coming from the MSF Africa as an example and how this will effect the composition of the IC.

Even if the trademark and names were mentioned in the past, it will be good to re-affirm it again at the IC level.
1. The IC endorses Representation and Fundraising as the two “stand-alone” arguments potentially justifying the creation of a new entity. Operational support aspects (including HR) are considered potential assets, but do not have “stand-alone value” as justification for the creation of new entities.

19 in favor, 1 against (MSF Spain)

2. The IC recognizes that the identification and development of quantitative and qualitative criteria (incl. representation) is deemed necessary to allow transparency in the assessment of entity related proposals and are key to organizational accountability. The IC considers the suggested review of existing sections likely to provide a mapping of current practice in the movement, from which indicators can be identified and developed.

Unanimous

3. Pending review of the International governance structure; the IC endorses the WG’s proposal for three categories with respective characteristics (Branch office, Delegate office and section) to adequately reflect the different functions/roles and position of entities in the MSF movement as well as the WG’s proposal to define “Mission support” as being under the responsibility of the Director of operations and related budget.

18 in favor, 2 against (MSF Germany, MSF Holland)

4. The IC states that the names of MSF entities should reflect the movement as a whole: the ideal formulation being MSF (Médecins Sans Frontières) in South Africa, MSF in Brazil. Legal name requirements will have to be respected, but should be justified.

Unanimous

5. The IC states that the name/Trademark in national and international language as well as the logo and acronym need to be registered as property of MSF-International through the International Office

Unanimous

2\textsuperscript{nd} set of recommendations of New Entities proposal – Entities
Anneli presents the recommendations made by the Exdir on this set. The first three points are the same as in the proposal of the working group. Exdir recommends having 3 entities as Branch office and others under the freeze until further information is available. The “freeze” is to be considered up to the current level without any new activities and no additional investment.
Tankred expresses his concerns with the Exdir recommendations and suggests keeping all the entities under the freeze until further information is available and wait for the outcome of the review of governance of MSF.

The Exdir voted 18 in favor out of 19 for recommending UAE, Brazil and South Africa as Branch Offices, states Christophe. Lets look at the reality of the situation. Considering the FR potential assessment as well as the representation (this is where we would like to be represented and maintain the links). Why to wait then, if we know that at the end of the process they will be approved as Branch offices anyway?

The German board’s feeling is that once we open the door for the branch offices it will be open for everyone, why these 3 and not the others? He suggests doing the necessary homework first with revision of governance and additional information, and proceeding with the selection later. Jean Herve insist that there is a lot of homework done already with the NE assessment (2007), FR assessment (2008) and other activities, and today’s discussion is the result of this homework. For Argentina, Czech republic and Ireland office today we have doubts and thus it is difficult to endorse them today as branch offices. We keep them as they are until we have further information.

Reinard states that South Africa office is functioning as a delegate office and the Exdir suggests downgrading them to branch office, where as Argentina, Czech and Ireland are functioning as branch office and are not be considered as branch office. Why to differ from the real situation, why to create this gap? He would be in favor to decrease the gap from theoretical decision to real functional situation. For South Africa will they abolish the board?

For Christophe, he supports the recommendation from the Exdir as it will enable them to continue with their current activities. The boards (South Africa, Ireland, Brazil) are being created as per legal requirement of the country. Since long time we have these discussions on where it will make sense to invest and these 3 locations (Brazil, South Africa and UAE) are always reaching the consensus in favor of them. Because this is where MSF wants to be. For other places, this is not yet the case, there is no consensus reached.

Christophe would like to know from the representatives of the 3 entities how far they are with the creation of the board and how the international involvement is foreseen in it?

All 3 entities are obliged to have board as per legal legislation of the countries. Both Jean Marie and Jean Herve expressed that the international members in the boards are welcomed. In addition Jean Herve underlines that UAE office is functioning since 17 years and in 1997 had an opportunity to become a section, but at that time MSF France did not want to proceed with it and did not want to put additional burden on MSF. Now we are in the process of creating the board for the legal reasons, without board we cannot continue to do the FR. The international involvement is welcomed to this board, and Jean Herve has proposed Christophe to join this board as an international member.
Christa asks to re-consider certain issues for Ireland. The FR potential is decreasing in UK as it is a very mature and competitive market. On another hand Ireland has high FR potential, which will be reachable in a short period of time and additionally the market itself is not as mature as UK one. The legislation in Ireland changed, obliging us of having a local registration in order to do FR. FR potential in long term is not so high, but in short/medium term there is potential to do FR with not much complexity and easiness. There is neither ambition nor a wish for Irish office to become a section.

Earlier discussion shows that we will have to reflect on MSF governance system, will we continue to do this exercise on a regular basis, the branches/entities which are frozen today will they continue to be frozen tomorrow, wonders Christa. It will be good reviewing our governance on regular basis.

In addition, in a view of the increasing Internet FR potential, some sections might disappear in the future. Possibility of closing the branches/sections is something that we should keep in mind.

Paula finds a bit inconsistent the Exdir decision: being concerned about the growth and suggesting maintaining Brazil, South Africa and UAE with its 50 FTE, where as Ireland, Argentina and Czech Republic have only few (5 FTE). Freeze the ones who are small, and open the door for the big ones is irrational.

The major objectives of the FR and representation could be met in these 3 locations. They fit MSF requirements. The growth is a concern for the Movement and as we can state it is mainly in Europe, underlines Christopher.

Tankred insist on waiting for couple of more months until we have a global broader vision. Again if the Exdir and as well the ICB realize that at the end of the process we will still approve them as branch offices why to wait, questions Christophe. Having reviewed everything, we are still convinced that these 3 will have the status of the Branch.

Paula wants to know what will be the consequences of freeze on Argentina office. The offices under freeze will maintain current activities without further developing them.

Anneli points out that Brazil and Emirates emerge very clearly from the FR prospectives. There is a global understanding and agreement that from the point of view of the representation the 3 entities will be certainly interesting. The original set up was may be made for a delegate office, but we are trying to give them the frame and saying that they are recognized by the International Movement as a branch. If you maintain the freeze for all, the 3 will continue to have a set up as a delegate office and will continue with the GA next year. On another hand for Argentina, Czech, Ireland we are missing information. From the FR potential study they do not emerge as high potential, we are missing the HR potential. May be there will be high potential and very cost efficient HR indicators. May be we will be able to consider them as Branch office with specific orientation.
Mexico and India what proposal we will have to present and where questions Isabelle. We recognize the strategic development of India, comments Jean Marie. As for Mexico we need to have an open discussion on whether or not we need two entities in Latin America, knowing that the FR commission shows that there is a high potential in Mexico in terms of FR. May be ICB should have a discussion/reflection on India and Mexico together with OCA and OCG. Do we need to invest in 2 countries in Latin America. Pim suggests that the reflection on India and Mexico shall remain within the group, when there will be concrete proposal it will come anyways to the attention of ICB. The reason of involving the ICB in this reflection is to make eventually a collective decision. Reinhard would like to clarify if we are looking in something like 3-5 year period or longer period. For Joanne and many other IC members it is important to look into more global and long term vision.

The discussion at the ICB meeting just before the IC on WG proposal and the Exdir Proposal, resulted with a vast majority to support the Exdir recommendation, updates Anneli. Additionally, some boards feedback was in the similar line of thoughts of having some hesitation for endorsing 6 entities as branch offices.

The vote is organized initially to vote either Exdir Proposal or the Working group proposal. The majority of the IC members (16) are in favor to vote the Exdir proposal, the first three recommendations were voted as a block and the last 4th recommendation was re-phrased to a question: Who is against/favor for endorsing the entity as Branch Office?

1. For the current review the IC agrees to define entity as being a legal and executive structure with concrete ongoing activities.

   **Unanimous**

2. Initiatives not yet functional are subject to a full proposal process at IC level. The same applies for entities seeking a change of role/category

   **Unanimous**

3. The IC decides not to consider India, Kenya, Mexico, Turkey and the office in Guangzhou in any of the 3 categories, but as follows:
   ➔ Consider the initiative in Kenya in the frame of the discussion on MSF associative dimension and life
   ➔ Consider the office in Guangzhou as part of the Hong Kong section in the recommended section review
   ➔ Future initiatives for the development of an entity in Mexico and India subject to a full proposal process at IC level. The IC requests the ICB to engage into a reflection on the potential development of MSF in India and Mexico.
   ➔ Discourage future presentation for a proposal in Turkey

   **Unanimous**
4. The IC agrees with the ExDir that considers that the international endorsement of entities needs to be informed by a broader vision including movement development (+ affiliation of new entities), resource sharing, governance structure as well as the review of the current sections and their practice. The IC shares the ExDir support to the NEWG proposal and the ExDirs concern that approval of the 6 entities as branch offices could lead to undifferentiated, uncontrolled growth. The IC therefore decides:

- To endorse Brazil, UAE and South Africa as branch offices due to their existing activities and potential, provided that there is international involvement to benefit the movement, scrutiny of further development plans and consideration of affiliation within groups
- To keep Ireland, Czech Republic and Argentina under a freeze until further information is available and discussion held about their position and contribution to the development of the movement.

The voting for this recommendation per se was not possible; therefore the IC voted separately entity by entity for their endorsement as a Branch Office. The voting results are as follows:

**Brazil:** 18 in favor, 2 against (MSF Australia, MSF Germany)

**UAE:** 19 in favor, 1 against (MSF Germany)

**South Africa:** 18 in favor, 2 against (MSF Australia, MSF Germany)

**Ireland:** 3 in favor (MSF Austria, MSF Spain, MSF UK), 6 abstentions (MSF Canada, MSF Switzerland, MSF Hong Kong, MSF Greece, MSF Holland, MSF Japan), 11 against

**Czech Republic:** 4 in favor (UK, Spain, Austria, Switzerland), 16 against

**Argentina:** 3 in favor (Austria, Spain, UK), 2 abstentions (Greece, Switzerland), 15 against

Following the voting results, the 4/5 IC majority in favor is reached only for 3 entities, namely Brazil, UAE and South Africa. The IC endorses these entities as Branch Offices.

The Ireland, Czech republic and Argentina entities did not reach the 4/5 majority in favor votes. Therefore, the IC decides to have these entities under a freeze until further information is available and discussion held about their position and contribution to the development of the movement.

5. The IC recognizes the long-term investment involved in FR activities and decides that FR initiatives are not to be launched\(^1\) where they are not implemented today and until approval of the long-term recommendation emerging from the Fund Raising Commission

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\(^1\) Refer to ExDir minutes June 2008 regarding the exceptions for FR pilot studies
6. The IC agrees that the Movement has to be prepared to close existing entities if considered incompatible with the larger strategic vision.

Unanimous

3\textsuperscript{rd} set of recommendations of New Entities proposal – Process and follow-up

Administrative follow-up of New Entities. The IC feels that the ICB needs to be more involved in the follow-up of these entities and thus suggests replacing at certain recommendation the IO by the ICB.

The recommendation are voted by a block.

1. Proposals for future entities or change of entity “status/category” need to be presented to the International President and ICB. Proposal will be analyzed at International Office and ICB level and a reflection/positioning prepared for IC decision.

2. Proposals (new initiatives, development involving a change of category or questioning of an existing entity, including closure) need 4/5th favorable vote in the IC in order to be approved.

3. Entities submit the proposed statutes (initial or modification) for review by the International Office. Statutes need to reflect (as far as legally possible) the role/function proposed for IC decision.

4. Statutes include, but are not limited to the specific mention of: the entity being part of an international Movement, adherence to the MSF Charter, the Chantilly document and the La Mancha Agreement, the agreement to comply with IC resolutions and decisions.

5. The name/Trademark in national and international language as well as the logo and acronym will be registered as property of MSF-International through the International Office.

6. A contract will then be established between the IO and the entity allowing the entity the use of the registered trademarks for one year (rolling renewal can be established).

7. The International Office and ICB is tasked with the follow-up of IC decisions related to entities.

8. The IC requests the International Office to assure entities are identified as part of the agreed upon organizational accountability. In that frame the IC requests the ExDir to provide greater international insight into staffing/size of MSF entities and recruitment strategies and cost.

9. The International Office is tasked to ensure IC decisions on process regarding entities be reflected in the MSF International Statutes and Internal Regulations.
4th set of recommendations of New Entities proposal – Related Issues
Tankred suggests streamlining the expenses related to the IT and encouraging a better coordination between different sections on assets sharing.

Ioanna finds it strange to block the associative initiatives and do not handle them in this proposal. Anneli and Catrin explain that there is no intention to block these initiatives. The initiatives coming from the field with the aim of creating an association is a reality and special attention shall be addressed to these initiatives. There would be a need to have a reflection on how MSF could integrate different associative initiatives in the associative governance. New entities which have an associative component could channel it through the Mother section (Czech office associative ideas could be linked with Austrian association).

The proposal does not prohibit MSF in South Africa association, it is just that the association does not have decisional power over the MSF in South Africa, the decision will have to be steered by the section.

For Pim it will be important to link the work of the working group on the revision of governance structure together with the task force group, which will be dealing with the associative issues. Many IC members consider that it will be too much work for one group and therefore considered having 2 separate groups to handle them separately. At certain moment the 2 groups shall have some common discussion, which shall be done and coordinated through ICB.

The task force on associative issues could include at least one representative from each associative initiative to participate to this reflection work, suggest Christa. Some IC members express their concern of having the representative of such initiative participating in the reflection. The representatives will be there for presenting the idea of their initiative and discuss with the Task Force their concerns, but not to be a part of the decision making body of the Task Force (example: people from MSF Mexico working on the proposal on New Entities).

Raffaella and Isabelle feel that this Task Force is extremely relevant to associative matters and suggest that members of MSF association who are representatives of such new initiatives must be invitees of the Task Force.

1. The IC requests the ExDir to propose a policy regarding the establishment and management of websites under the MSF name.

Unanimous

2. The IC decides to urgently establish a task force to engage actively in the reflection and action on MSF associative development and with specific attention to the requests for new associative initiatives. The TF should invite members from proposed associative initiatives and present concrete ideas to the IC in December 2008. The TF will need to work in close collaboration with the group leading the reflection on governance.

Unanimous
3. The IC commits to engaging into a reflection on MSF International Governance. The IC mandates a mixed associative and executive WG to frame and propose a vision for movement development, governance, including the methodology and criteria for section review; starting the process with an ICB/EX-COM meeting in September.

Unanimous

4. Following a commitment to a broader vision for MSF development the IC proposes to engage in a process for the review of the 19 sections. The IC realizes that there are a number of different initiatives taken by the Ex-dir and IO to review and assess activities in the sections and entities, including fundraising, HR, advocacy, and overall HQ staff growth. The IC therefore suggests that a review of the 19 sections be done in two steps where these activities be important building blocks and that a methodology and criteria for a section review are elaborated under the supervision of the ICB and informed by the ICB/EX-Com meeting in September. To be decided upon in the next IC and the full review to be presented in the IC of June 2009.

Unanimous

5. The IC welcomes the decision taken by the EX-Dir to work on rationalizing HQ staff positions processes and assets across the Movement and encourages further advances in this sense as long as it is not to the detriment of operations (ref to ExDir recommendation June 2008)\(^2\)

Unanimous

**INTERNATIONAL COMBINED ACCOUNTS 2007**

*Speakers: Gilles Saulignon from KPMG, Bernadette Orbinski-Burke*

Gilles Salignon presents the International Combined Accounts. He underlines that nearly all sections met the deadline for submitting their accounts (30\(^{th}\) April 2008) and the process itself took 3 weeks only. However, MSF CH, Supply and South Africa were the last to complete. MSF-Supply’s auditors still have not submitted all their reports to the

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\(^2\) Exdir recommandations extract

*Provide political momentum and greater involvement of the Executive Directors in the imperative to rationalize headquarter staff, processes and assets across the movement; no net increase in posts in headquarters at group level with the exception of fundraising both private and public for 2009, strengthen critical review of current set-up and increase organizational accountability*
international auditors. It should happen in July ie two months after the suggested deadline. There are major improvements in the reconciliation between logistic sales and purchases, both in terms of accuracy and completeness. The IT issues have been raised, as a lot of sections are being at the process of upgrading/purchasing new IT software, it is advised to have global approach and negotiate to have one contract which will be benefited to all the Movement. Reliability of HR figures is questioned, as some random testing was done. At the end of the audit, the sections are informed of the audit outcomes. Legacy money are not included in the combined accounts.

As in 5-10 years, we are considering adding new sections to the MVT, will it be a concern for the International Combined Accounts, questions Matt. Having an assumption that in the new entities MSF will use the same policies, process, procedures Gilles does not foresee any complications.

There is a big loss on the exchange rates. USA in 2007 signed 4 contracts with exchange rates offices. Significant fluctuation of USD and exchange rates makes us willing to consider reducing the risks.

The auditor and Bernadette thank all treasurers and the financial teams of each sections for all the efforts and energy given to produce timely the international combined accounts.

The IC endorses the 2007 International Combined Accounts.

Unanimous

DNDi

Thank you for sending the information on time. All sections provided their response to Christophe with regards of their intention to support the DNDi.

Sections Boards were asked to inform on three main types of support to DNDi:

a) political support – i.e. supporting DNDi whether internally or publicly as being an important initiative for developing treatments for neglected diseases;

b) operational support, i.e. ad hoc operational support on the field for specific clinical trials.

c) financial support, i.e. financial support as core funding for a new period of six years, until the end of the current business plan when the DNDi will have delivered six to eight new treatments.

All sections expressed their willingness to support the DNDi politically and operationally (points A and B), and 13 sections agreed to provide financial support. The remaining six sections: three - cannot support financially because of the financial shortage and for the three others - it was a political decision, linked to their perception of the mandate of MSF.

Some out of the 13 sections expressed certain conditions for financial support.
The results of individual sections’ decision were discussed before the IC, in the ICB and with the DNDi executive team. Following these discussions, the amount proposed by the International Council President to finance is € 21m in total for 6 years. Some IC members express their doubts on the procedure used to define this amount, and also on why not less or more? The idea, supported by the International Council President, is to come with a significant financial support which be considered as an important signal to the other board members. Knowing from the presentation of yesterday, that to finance MSF own operations in the medium term we are probably facing some difficulties, Raffaella questions if it is reasonable to propose for MSF to commit to give € 21m on a medium term period.

From 2004 until now, MSF contribution to DNDi was € 25m. € 5m annually which represents 25% of the global budget of DNDi. The idea of € 21m during the coming 6 years will mean that initial 3 years MSF contribution will be € 4m annually, and the remaining 3 years it will be € 3 m/year. Thus MSF contribution will be 10-12% of the annual budget of DNDi, and with regards to MSF budget it represents less then 1%

Taking into consideration the financing conditions of 13 sections and using the IO repartition key, who are willing to support financially DNDi, MSF reaches a minimum of € 12m for the period of 6 years. The IC members of the 13 sections which agreed to continue the core funding are asked to go back to the boards with the presented scenario for financement and discuss within the board if an additional effort can be made to support the DNDi. The initial understanding was that each section can decide how much it is willing to contribute to the DNDi and now it looks like that DNDi wants us to commit to certain amount. The alternative could be that MSF says to DNDi this is what we are able and ready to contribute and that is it.

If in the future, DNDi will be facing an emergency situation, it can address itself again to MSF and we will see what can be done, says Tankred.

Pim comments, with the new international solidarity mechanism, the sections who do not wish to support financially, still indirectly contribute to DNDi. Co-opting in or out, the financial decision will be affecting the money available in the movement. Andre gives an example, MSF Luxembourg’s decision was not to finance the DNDi, however all its money goes to the OCB. MSF Belgium is willing to finance DNDi, therefore through the solidarity mechanism MSF Luxembourg is also financing.

Another issue, continues Pim, is the architecture of our relationship with DNDi. Christophe is a board member of the DNDi, and in that capacity he must have the maximum commitment to them. At the moment, when we have 6 sections who have said no, even if this is a minority, we do not have the United Movement anymore. The problem is: the President of the movement has also important responsibility in front of DNDi. There might be a conflict of interest. Christophe seats in the board of the DNDi, because he is appointed by the IC and not because of his own interest, highlights Jean-Marie.
Raffaella regrets there was no room at the IC level to listen to the reasons of the sections that decided not to continue the core funding. (A document compiling feedback from all sections was circulated to the IC prior the IC meeting).

Additional point that will be important to discuss is the guidance and input in the operational portfolios. DNDi is expecting MSF to be involved in the identification of the neglected diseases and this could be an interesting topic of the discussion.

All MSF sections have agreed to continue the political and operational support to DNDi. 13 MSF sections expressed their willingness to support DNDi financially, while 6 did not, 3 of which (MSF Holland, UK and Italy) because of non-financial, principle reasons. The boards of the 13 sections are to discuss how much they want to contribute based on the (attached) proposed financing mechanism presented by the IC President and communicate their decision to IC President by 30th of September 2008.

**ASSOCIATIVE MATTERS**

**MSF Luxembourg**

Andre is giving an update of the current situation within the MSF Luxembourg association, as per request of ICB. The statutes of MSF Luxembourg specify that the president of MSF Luxembourg must be a medical person, not necessarily a doctor. There are several board members who have medical background, though do not wish to take this position. During the General Assembly, the board proposed changing the statutes. The requested majority (2/3 majority in favor) was not reached. MSF Luxembourg’s lawyer confirmed that from the legal point of view there is no restriction of changing this clause of the statutes, though internally in MSF and at the IC level there might be some concerns and hesitations. MSF Luxembourg is considering organizing an extra-ordinary general assembly to modify their statutes.

**MSF USA motion**

During the USA General Assembly a motion was voted stating that all IC meetings shall be open to all MSF association members for the purpose of observation. It was supported by several IC members who were present at this general assembly and by the vast majority of US association. This observation could be done by the means of videoconference and/or other IT technologies.

This discussion of opening part of the IC sessions was already on the IC agenda several times in the past and due to the time constrains was never done. The aim of this update is informative and the discussion will take place during the next IC meeting if all IC members agree.
Isabelle considers that there is a need to have a discussion on different aspects related to the opening of the IC session, such as: who can attend the meeting, which sessions, for what purposes, etc.

Some IC members request to place associative topics a little bit earlier in the agenda of the next IC.

**Update from International Associative Coordinator Michalis Fotiadis**

*Double click to the tukul link to see the full presentation*


**FAD**

The FADs generated good discussions in the field. The report on FAD outcomes was circulated to the IC and to all the association coordinators. As seen from the report there is no revolutionary innovative ideas coming from the field. The acknowledgement of the previous innovations was as well stated in the reports.

Many suggestions/motions came out as a result of the FAD. The motions presented have an executive nature and shall be dealt by the executive platforms. Different platforms already have been approached, in order to have a feedback and/or take an action. Some (HR and Med) platforms are in the process of providing a feedback. The IC members express the willingness to have an update on the progress of the follow-up of these ideas and the concrete decisions/plans of implementing them.

Much energy, time and resources are invested in the preparation of the FAD, the outcome should be also useful to MSF and not just debating for the sake of debating. It is understood, that HR and Med platforms already looking into the document provided by the International Associative Coordinator and submitted their comments on the possible actions with regards to the motions/ideas coming from the FAD, which will be shared with the IC and with the field as well. The mechanism of sharing still needs to be established.

Board participation in the FAD is crucial and important. If the participation is passive and more like “board member-tourists” some missions expressed not having such board members.

Thus the role of the board members has to be clearly explained to them, who are going to the FAD. Different ways of preparation to the FAD can be organized: briefing by the Intl Asso Coordinator, the FAD guidelines, etc. It is important to emphasize the feedback sharing within the board after attending to the FAD. All board members should have an information/discussion on the FAD and have time to screen the motions/recommendations coming from the field and identify the ones with the executive matters to be addressed to the management teams and only those which have an associative issues to be presented to the GA, and later on to the ICB/IC.
The feedback on the outcomes of the FAD will be provided to the field via next newsletter that will contain couple of interviews with one Dir Med and 1 DirOp.

It is advice to work on a better framework for the discussions in FAD. The quality of reporting is not adequate, however may be the framework has to be provided, and then we can expect more structured outcomes. This year topic should have been linked with MSF reality and concern and should have been DNDi and for the next year it could be on Access Campaign. Frame the issue/question in such a way that it will be a useful debate. It is a huge challenge to find the right topic. The topic should be linked with the agenda of the IC, like this we will have the input from the field.

There is still no clear understanding of the motion and its procedure. It might create the frustration when a motion coming from a field is discussed and approved at the partner sections GA. Though coming to the OC board/GA is not approved. Once again, the majority of the motions coming from the field are executive matters and OC in general is the one who could take a proper action with regards to this motion.

A reflection on MSF associative life in the field is needed. The FAD are important and the ideas coming from the field are rich source for MSF, however we have to find ways to address new ways of associative life, different groups are being established and how can we stimulate discussions in the field for the benefits of MSF operations. It is high time to discuss the associative structure of MSF in general, which is already been discussed earlier at the IC today.

Debates should be accompanying the decision making process of MSF, something which is linked to MSF real life concerns. It will be important that the IC presidents discuss the proposed ideas for 2009 FAD and discuss them not only with their board, but as well with the executive team – this way we will have really operational debate, which will be a counter balance. The IC members will submit their proposal to the International Associative Coordinator by 30th of September.

Michalis is requesting the IC presidents to identify 1 board member who will follow the associative issues from the board point of view and will work in close collaboration with national associative coordinator/officer. This is explained by a high turnover of the national associative coordinators. Some sections have three people animating the associative life and some others do not have even a board assistant or coordinator.

The IC members commit providing the names of the board member to Michalis by 30th September 2008, who will be following the associative dossier.

The International Association Newsletter “Movement” will be issued by the end of August. The possibility of having a mini-site (like La Manch mini-site) linked to the newsletter will be explored with the Tukul Manager to allow all association members to access all association documents linked to the articles of the newsletter (and not the whole Tukul space).
1. The IC requests that the outcomes of the 2008 FAD on innovation be shared with the appropriate executive platforms (acknowledging that Dir Med and HR already work on them) and ask the IO to provide a feedback to the IC on the subsequent decisions made by these executive platforms.

2. Topics for 2009: each board will send its choice to International Associative Coordinator by end of September so as to finalize the selection of the 2009 topic for FAD.

3. The IC welcomes the idea of creating a Working Group on associative membership.

4. The IC agrees to provide International Associative coordinator with the names of the board members who will join this Working Group and reinforce the Association Coordinators international network.

**NEXT MEETING**

IC meeting in Vienna  
29-30 November 2008

Approval of the minutes

Christophe Fournier
President International Council

Isabelle Segui-Bitz
President MSF Switzerland
Member of IC/ICB