INTERNATIONAL COUNCIL MEETING
11-12-13 DECEMBER 2009
BARCELONA
MINUTES OF THE MEETING

IC Members Present:
Andre Di Prospero (President, MSF Luxembourg)  Joni Guptill (President, MSF Canada)
Bernadette Orbinski-Burke (IC/ICB treasurer, non-voting member of the IC/ICB)  Kristina Bolme (President, MSF Sweden)
Christophe Fournier (International Council President)  Marie-Pierre Allié (President, MSF France)
Fan Ning (President MSF-Hong-Kong)  Matthew Reid (President, MSF Australia)
Hakon Bolkan (President, MSF Norway)  Matthew Spitzer (President, MSF USA)
Ioanna Papaki (President, MSF Greece)  Paula Farias (President, MSF Spain)
Isabelle Séguil-Bitz (President, MSF Switzerland)  Reinhard Doerflinger (President, MSF Austria, International Council Vice-President)
Jacqueline Tong (President, MSF UK)  Satoru Ida (President, MSF Japan)
Jean-Marie Kindermans (President, MSF Belgium)  Jesper Jorgenson (President, MSF Denmark)

Executive Committee Members Present: Kris Torgeson (International Secretary General), Aitor Zabalgogeazkoa (MSF Spain, Executive Director), Joan Tubau (MSF Spain, Operations Director), Marilyn McHarg (IO review by teleconference, MSF Canada, Executive Director), Isabelle Saussereau (IO Budget by teleconference), Catrin Schulte-Hillen (Growth and Rationalisation WG Update by teleconference)

Translator: Tim Fox

Minutes: Anara Karabekova
Welcome

Further to the General Assembly that took place in September 2009, the International Council welcomed the new president of MSF Denmark, Jesper Jorgenson, as a representative of MSF Denmark in the International Council.

The IC agenda was approved with one modification:
– Session on the ICP election process update will be a closed session.

Attached is the IC 2009 Dec agenda

IC June 2009 minutes

The IC approves the minutes of the June 2009 IC meeting. 
http://tukul.msf.org/meetings-projects/international-platforms/ic-icb/2009-ic-june-meeting-minutes/view

International Council President election process update (closed session)

Reinhard gave an update on the process that started from April 2009 (opening of the position) and ended in December 2009. Only one candidature was received on 15 Sep 2009 (extended deadline for submitting candidatures). It was the candidature of Unni. Two months later another candidate applied, but the election committee decided not to consider this candidature for several reasons:
❖ Late application
❖ Applicant is not a board member
❖ Geographical location (unwilling to move to Geneva)

Therefore, only one candidate was eligible for the ICP election. The election committee maintained regular contact with Unni. Unni provided answers to the questions coming from MSF in Japan, Canada, Denmark and Germany. An in-person interview was organized between Unni and representatives of five boards in Paris. Due to technical reasons, it was impossible to organize a videoconference/teleconference with other board members.

The IC members made the following remarks:
❖ Terms of reference of the ICP shall be reviewed during the governance reform process, aiming to:
  o evaluate workload
  o clarify the role and responsibilities of the ICP
  o open or not open the ICP position to members of the MSF association, regardless of board-membership

❖ Regarding the process, the IC members have suggested to do the following in the future:
  o Ensure all possible candidates are approached
  o Ensure a good handover is planned – responsibility of leadership
  o Continue involving board members in the election process (consultative and informative)
  o Organise in-person interviews/meetings with the candidate in different geographical locations (ex. Paris, HK, NY, Sydney)
The IC thanked the election committee (Pim de Graaf, Isabelle Segui-Bitz, Reinhard Doerflinger and Bernadette Orbinski-Burke) for the updates provided during the election process.

This election process was open and the IC members and their boards felt involved and got all the information needed. The IC unanimously agreed that it was a transparent and legitimate election process. Prior to voting, the IC had a final interview with Unni.

**Election of the next International Council President (ICP)**

The IC welcomed and thanked Unni Karunkara for the application to the position of the ICP.

Reminder: a majority of 2/3 of the votes in favour of the candidate is needed to elect the ICP (as per International Statutes). Each IC member used a confidential individual ballot paper to vote. Bernadette Orbinski-Burke and Isabelle Segui-Bitz, served as assessors and collected the ballot papers.

The IC elected Unni Karunkara as the next ICP (starting June 2010)

**Growth and Rationalisation WG update**

- Please see attached the Growth and Rationalization WG update ppt (presented by Pim)

Pim gave an overview of the work being done by this WG. The IC expressed its concerns that the recommendations of the review of 19 were not followed up. The members of the WG disagreed and the process of the follow-up was launched. The outcomes will be submitted to the IC by June 2010.

Update re. platforms follow-up:

- Continue to support the platforms in their efforts of rationalization (regular updates, challenge the platforms re. optimization efforts, etc)
- HR platform is advanced in its efforts of optimization and rationalization of resources and presented a new approach at the Exdir for the recruitment of first mission field workers for the Movement. The Exdir endorsed the new approach and requested the HR platform to present a detailed plan of its implementation
- HR platform presented its vision for the future, which was endorsed by the Exdir
- Other platforms:
  - communication and operations are drafting a common vision for the future
  - logistic platform came with its La Mancha Log vision
  - medical and information system platform are working on their vision

All platforms expressed their appreciation to the WG for the support provided. It has proven useful to have this political pressure from the WG (mandated by both Exdir and the IC) to spur the rationalization efforts in different platforms. Platforms need further support from the WG and the IC to move forward. The IC acknowledges the efforts of the WG and platforms.

The WG and platforms request support at board level when rationalization proposals are presented by different platforms (HR recruitment plan proposal faced strong resistance from some sections)

Rationalisation plans (communication, advocacy) will be presented by June 2010. The rationalisation plans will be aiming to improve operations. Different approaches will be
proposed (sectional/OC/movement wide approach). The WG underlined the importance of a clear governance structure to move forward with the rationalization plans. Therefore the WG on Growth is working in sync with the Governance WG, by providing concrete examples on governance issues.

**FTE (full time equivalent) freeze**
- The Exdir endorsed the WG recommendation on maintaining the freeze on FTE for 2010
- The IC supported the Exdir decision and encouraged the WG to develop new tools to monitor the growth

**Follow-up on the IC recommendations on 19 Sections review**
- The Exdir agreed on the proposed timeline and process presented by the WG
- The Exdir expressed its concerns on having another heavy international project at the same time as the governance reform process
- Pim, a member of the WG, wrote a paper on the minimum and meaningful contribution of sections. This paper was shared with Governance WG and the ICB.
- The IC agreed with the Exdir recommendation and highlighted the following:
  - To ensure that the rationalization efforts done at platform level are also in sync with the section/OC rationalization efforts
  - To ensure that each section prioritizes the Movement’s operational priorities and strategy over national/institutional interests
  - To look at efficiency of functioning of the section in it’s contribution to the Movement’s top priorities and strategy (data available)
  - To assess the section’s contribution and counter-balance them with the Movement’s wide priorities
  - To identify where, as a Movement, we should put in more effort to run our operations better
  - To ensure that associative members (board and president) are actively involved in the reflection and evaluation of the section’s contribution (not only on the executive side)
  - To stimulate reflection and debate within sections, by sending open questions on how each section took into consideration the outcomes of the review of 19 sections.

In conclusion, the IC came down to the following recommendation:

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<tr>
<th>The IC acknowledges good work of WG Growth/Rationalization and international platforms so far in particular decision to go through existing international platforms to rationalize resources in support of our operations. It encourages all international platforms to come up with clear recommendations for rationalization/optimization in 2010.</th>
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<tr>
<td>The IC agrees to actively support and work with executive in development and implementation of rationalization plans.</td>
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<td>The IC agrees with revised work plan and ambitions of working group and asks for a report in June 2010 with concrete proposals in December 2010.</td>
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**IC Associative Standing Committee (IC ASC) report**
- Please see attached the IC ASC ppt (presented by Jacqui, Michalis, Joni)
The IC ASC expressed its concerns re. limited time and availability of its members. To move forward, the IC ASC will need more external expertise to help in addressing different issues. There is a clear parallel between both the Governance WG and the IC ASC on the issues linked to the membership and international association. For the IC ASC, the international association could be an appealing approach, but rather sophisticated to manage.

The FAD 2010 questions were endorsed by the IC ASC on behalf of the IC. Attached is the letter sent to 19 association.

The IC welcomed the presentation of the IC ASC update and encouraged the IC ASC to continue its work and ensure close collaboration with Governance WG.

**IC Medical Standing Committee (IC MSC) report**

The first IC MSC meeting took place on 17 November 2009 (Agenda: AIDS and Global health actors). Participants in this meeting were: six IC presidents, representatives of the following executive platforms: Riod, dirmed, Access Campaign, leader of the WG on Aids, external guests.

The IC MSC is mandated by the IC to stimulate and challenge the executive platforms regarding medical and health strategies for the Movement. It is clear that the IC MSC, as well as the IC ASC and the IC Finance Standing Committee (IC FSC) are temporary committees until a new governance model is in place. The recommendations coming from the IC MSC are binding if endorsed by the IC.

The IC MSC plans to meet three times a year and in close collaboration with the Steering Committee of the Access campaign, Dirmed and DirOp platforms. Following its first meeting, several representatives of the executive platforms (especially the dirmed and steering committee) expressed their dissatisfaction for not being involved in or aware of the IC MSC mandate. For Christophe, the idea of creating an IC Medical standing committee was developed in 2007, and later further elaborated in the Medical leadership report (M. Rostrup). The IC MSC’s terms of reference were presented to the IC in June 2009. These ToR could be further clarified. For the IC MSC, it will be important to identify a counterpart of the IC MSC.

For Jean-Marie and other members of the IC MSC, the first meeting had a good representation of different platforms which dealt with the two subjects that were discussed. The functioning and organisation of the IC MSC meeting could have been improved. Nevertheless, it was the first meeting, and Jean-Marie and other members of IC MSC felt it went well.

Jean-Marie presented a short summary of the meeting organized on 17 November and gave elements, which led the IC MSC to come up with the following recommendations. Overall, the debate and information provided to the participants on the first meeting was sufficient enough to relay the following recommendations.

The IC welcomed the IC MSC reporting and acknowledged the importance of a closer collaboration with (an) executive counterpart(s) of this committee. Furthermore, the IC welcomed suggestions on improving future functioning of the IC MSC meetings. The IC
emphasized that it was the role of the IC to guide and challenge MSF Movement’s wide medical strategies. Therefore, the IC stated that the IC MSC has full legitimacy to call for a meeting and present the following recommendations to the IC for endorsement (or not).

The IC MSC members discussed and finally the IC agreed with the recommendation on AIDS with an inclusion of one word: “to demonstrate”. The IC recommendation on AIDS shall be taken into consideration during the AIDS conference organized for February 2010.

The IC endorsed the Medical Committee recommendations on AIDS:

As a movement we should:
Keep our main focus on treatment (but for PMTCT), where we carry most added value.
Give operations priority to high prevalence countries with a view to demonstrate that it is possible to control or even reverse the curve of the epidemic in such settings. We accept and support that this may mean being involved in such contexts for a long time, as well as the financial consequences of increasing the threshold of CD4 and/or changing to a more effective first line.

18 in favour, 2 abstentions (MSF Holland, MSF Canada)

Aiming at organizational innovations/simplifications is also a key element of such operations
Maintain advocacy for universal access, for more resources for AIDS, especially for high burden countries where the epidemic has a dramatic impact on overall mortality, for lower prices of commodities.

Unanimous

On Global Health Actors, a representative of the International Health Partnership joined the meeting. Jean-Marie highlighted the main points of the discussion that took place during the IC MSC meeting:

- MSF is seen as a powerful Global Health Actor (report N. De Torrente)
- MSF’s position – being independent – is a tool to achieve our social mission, but not an objective per se. Independence is not linked to financing sources, but more to interaction at a different level with different actors (field, national, global)
- MSF advocacy priorities: Access campaign topics, patent and free access to health, vaccination and nutrition
- MSF reflection units are to be involved in the analysis of the global health panorama.
- MSF should engage in dialogue with some GHA, to understand their positioning and exchange/communicate our position

The IC MSC recommendation was shared at the executive level. The Excom and Dirmed agreed with the overall recommendation, while clearly defining MSF as GHA as medical humanitarian organisation

The IC endorsed the Medical Committee recommendation on Global Health Actors:

Selected Health topics on which we wish to be influential include present campaign items agenda, as well as other priorities according to emergency or injustice felt in the field (patent, user fees, etc.).
We generally support more flexibility and opening from MSF to the external world, promoting increased interactions while maintaining our independent voice.
For instance, relations with organisations like Global Fund, GAVI or UNITAID, should be set up on a case by case basis, depending on what we want to achieve: it exceptionally could include participation to Boards, as observer or as a specific MSF representation.
We should also continue building alliances with Civil Society Organisations and engaging policy dialogue with organisations like the Gates Foundation.
Unanimous

ICB report

Please see attached the ICB ppt (presented by Christophe)

Mutual Accountability Exercise

Initially planned for March 2009, it was postponed to September due to the expulsion of two MSF sections from Sudan. The idea of the mutual operational accountability exercise was to discuss specific contexts/issues that our operations are facing. For the meeting in September, the purpose was to analyse the 2009 plans of action of five OCs and openly discuss the strengths, weaknesses, challenges and achievements of each OC. The Riod’s questioning on how western MSF wants to be was not addressed due to the lack of timing. Nevertheless, this exercise proved to be useful as it allowed for a transparent and open discussion between the key representatives of the five OCs. The minutes of the meeting are available on Tukul.


Sri Lanka

The minutes of the ICB discussion on Sri Lanka, as well as the paper written by Thierry Durant and Arjan (Hehenkamp), were sent to the IC.

Pim and Marie-Pierre gave an explanation on how things have gone since the beginning and during different phases of the process.

For both of them, this strategy was for negotiation only, and they did not think this would imply consequences on our principle of independence. It was rather a tool to obtain access to a population that needed humanitarian medical assistance. Since the publication of this statement in our international and other key websites, and as a result of the whole negotiation strategy, MSF was given an even greater access than imagined. IC members still questioned whether the MSF website could be further used by the Sri Lankan Government: How? Was it only for internal politics? Was it to show that they were doing a great job? Was MSF now complimenting the work done by one of the actors of the conflict?

Still some IC members (Jean-Marie, Tankred, Jesper) expressed their disagreement with Pim and Marie-Pierre. For them, this communication on MSF websites was an identity issue. Such communication should have been discussed at the Excom and ICB levels prior to the negotiations to give clear guidance as to which level they could or could not go to. Until which level we are still dictated by Sri Lankan government? Top 10 (MSF publication) shall be as well cleared by the Sri Lankan Government? For Aitor, we are not asking the permission to publish our statement(s). MSF is just informing the relevant governmental counterparts that this communication will be publish, it is a matter of strategic communication and not asking permission.

The IC members questioned why this communication was still on the international website. For Kris, this was an MSF official international website and so the information was made public and should therefore remain there.

The majority of the IC believed that this communication published on the MSF websites was an identity issue. For the future, MSF shall be more aware of eventual consequences and be able to manage such demands from “strong states” in a better manner.
The IC asks the ICB to follow-up on further development of the situation in Sri Lanka.

**Sudan**

Since the expulsion of the OCA and OCP, amongst 13 other NGOs from Sudan earlier in 2009, MSF feared that a humanitarian crisis would erupt. An international delegation, under the lead of the International Secretary General, met with a high-level governmental official. The field teams, as well as the operations directors, agreed to have a common international representation to continue negotiations with the Sudanese Government. Common representation of all MSF sections in Sudan (including expelled ones) agreed to negotiate an international agreement and space for MSF’s humanitarian work most beneficially. Unfortunately, as an international movement, MSF failed to identify the right person to pursue negotiations on behalf of the Movement. Therefore, the present situation in Sudan is that each Head of Mission is developing his/her own strategy for negotiations with the Government of Sudan, as it was the case before the expulsion.

The IC believed that a certain progress was being made: there was a common understanding of the situation, a better vision and better understanding of the needs of population and a clear willingness to have a geographical repartition of MSF operations in S. and N. Darfur. Though the IC recommended the following to the executive:

- To streamline operational set up in South and North Darfur, while monitoring the situation in the West of Darfur
- To find a way to sustain increased negotiations with the Sudanese Government, so as to ensure necessary conditions are maintained for the humanitarian work
- To ensure that a common representation and strategy is developed for Sudan

**Iraq**

All operational centers were planning to run operations in Iraq. There was little coordination of operational set up. Three OCs (OCA, OCP and OCB) were willing to have representation in Bagdad. The ICB was concerned that no common representation was agreed upon for the main stakeholders in Iraq. This is one of the highly insecure contexts, and MSF could not permit a loose operational strategy, risking major security incidents for our teams. Therefore, the ICB reminded the IC resolution about the highly insecure contexts and called on the executive to come up with a common representation for Iraq, not necessarily the MSF Afghanistan model. MSF managed to have a common representation and coordination of MSF activities in Somalia, after the killings in Kismayo. MSF should not wait for security incidents to happen and should as of now improve coordination and representation. MSF should have an operational set up which will allow for a better operational strategy for all OCs.

The IC expressed strong concerns that there was no common representation and strategy for MSF operations in Iraq. The IC urged the executive to move forward on this issue and requested the ICB to follow up.

The IC unanimously passed the following resolution:

The IC in June 2009 requested that “in highly insecure contexts… operations seek new models -- including single coordination or representation -- for a more coherent and coordinated operational set up.” Now the IC calls on the executive to implement a common representation strategy and coordination of networks for Iraq by March 1, 2010. The ICB will be responsible to oversee the progress toward its implementation (until the IC in June)

*Unanimous*
Governance discussion

The ppt presentation, for this session, was sent to the IC prior the meeting. It was presented by (Christophe, Kris, Marie-Pierre, Kristina). Furthermore, Adrio and Bob presented the two attached ppts

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The Governance discussion took place over two days. On the first day, the Governance WG presented the state of play and ideas of the associative options. On the second day, the Governance WG consultants presented further clarifications on reflections of current diagnostic governance issues within MSF and highlighted it as a continuous process. Presentation of other NGOs and non-NGO organisations (with international membership) governance set up was presented as well. The WG will continue looking into different ways (corporate, trade unions, NGOs) of set up and functioning.

Main elements of discussion for the first day:

- Several IC members expressed reservation re. timeline
- MSF UK and MSF Japan boards shared their concerns with the IC by sending letters about their reservations on timeline, expected outcomes by June 2010 as well as concern re. (in) sufficient external expertises
- Christophe, Kris, and Raffa reminded the IC that the timeline was approved by the IC in June 2009. The initial objectives of the governance phase were very ambitious. The Governance WG recommended that the IC first address the associative governance by June 2010 and later consider further development of executive set-up.
- Some IC members (Joni, Jacqui, Pim) questioned if there was a need to rush. If the diagnostic phase was complete, were we ready for this fundamental shift from sectional to global focus? What was the link between “symptoms” and “diagnosis”? Were we treating the “disease” with the right approach? Riod’s paper provided more thinking about symptoms – but what did it mean for MSF?
- Other IC members (Adreu, Isabelle, Matt Spitzer, Christophe, Jesper, Tankred and Paula) acknowledged the concerns expressed by the IC members, but disagreed with the delay in the process. The field and other members of the MSF association contributed to the governance reform reflection through the governance website. There were requests coming from the field (16 HoMs co-signed a letter) requesting real changes in the way MSF governs today. It was important to link the identified “symptoms” and “diagnostics” and proposed “treatments”, which would immediately improve the current situation
- For Jean-Marie, there were elements in the current MSF system which contributed to MSF success: diversity, reactivity, culture of debate, prioritisation of analysis. We could not just ignore them; we have to take them into consideration for the future governance model
- Ioanna agreed with Jean-Marie, MSF should keep what is working well now and concentrate on what we want to strengthen.
- Some IC members (Pim, Joni) shared their misunderstanding of the word “governance”: Was it problem-solving? Was it decision-making? Was it an associative oversight of executive management?
- Pim insisted that the diagnostic phase was incomplete and encouraged the Governance WG to further analyse the current situation re: if the MSF governance was mainly associative oversight of the executive, how could we assess/evaluate associative dimension? Does our associative dimension have the capacity/vision/experience to challenge our operations?
For Matt Reid, the diagnostic phase might not have been complete, but it was important to ask ourselves a question: what governance system do we want to have? Are we ready to give up certain power at the international level? As a representative of sections, are we ready to give up our seat in the future International Council? We want to be more inclusive and bring in more associative representatives to the international governance level. These new associative levels are mainly coming from the “south”, whereas the sections are based in “north”. If we think that the governance model should be global, are we ready to acknowledge the fact that it is not only resource driven?

Main elements of the discussion of the second day:
- Bob (external consultant) and Adrio presented:
  - Governance definition – the IC agreed with the presented definition
  - How this definition could be translated to MSF (associative, executive/organisational and operational levels) and what status it had today (low, medium, high priorities for the Movement)
  - Overview of NGO and other organisations re. set up, international membership and experience of the change management process.
- Importance of multi-year organisational strategy was explained. This strategy and vision shall be guiding elements for MSF to ensure MSF is heading in the right direction.
- Questions of clarification were raised re. change management process:
  - Why and how other NGOs made their choices?
  - What was the expected timeline and cost of implementation?
  - Were there any pitfalls to avoid?
- What would MSF choose: to wait for a change and continue inefficient activities or go ahead with a change and have an efficient organisation?
- Proposed options for associative modes of governance did not have a clear link between diagnostics and how the new models would improve the challenges we faced.
- The models will have to be further developed and scope of the responsibilities will have to be defined.

The IC was split into three groups to work on questions:
1. What are your hopes and fears regarding the governance reform process?
2. What are your views about the associative options (eg IGA, IB and the 4 options for IGA set up)

After a discussion in the three working groups the following outcomes came out:

Fears:
- Future governance set up may weaken associative governance
- Danger of transitional/interim period: imbalance between impact on the field and new associative organisation
- Fail to achieve the expectations from field (high)
- New structure does not hold executive to account
- Fear of change within the movement – blockage to the changes
- Capacity in the IC to take responsibility for change management
- Fear of building a “Big Monster”
- Lack of information
- Lack of external support and expertise could lead to not well informed choices
- Debate culture at national level might be affected by centralised model proposed
- Distance between those who debate and decision-makers
- People happy with the status quo
Momentum lost, expectation raised too high and incapacity to reach consensus in June 2010

Potentially divisive process

Hopes:
- We have to maintain pressure to move forward
- Much clearer image of the associative aspect and link with the executive
- Clarity on functioning of IGA towards executive necessary for mental next step
- Implementation period without disturbance to our work
- External expertise to keep momentum high
- Main focus – improvement for the benefits of operations in the field
- Potential of having international association – new legitimacy
- Endorsed/common vision for the future
- Process of governance reform – snowball effect balanced by the resources we need
- Improvement where we need it: coherence in emergencies responses/conflict situations/policy and advocacy
- Decrease of duplication “fat”
- Bring back sense of individual responsibility/role/voice in the Movement
- Field workers involved in associative discussions
- Defines MSF movement international goals/strategy
- Inclusion of new entities and initiatives
- Balance between national interests versus international needs

IGA
- More options to be created, as more ideas can be thought of
- Explanation of logic of presented options
- Intuition: IGA of individuals, including field representation
- IGA/IB: resources to decide upon
- IGA: direct election without IGA as intermediate

After discussing in three subgroups on governance issues, the IC voted the following resolutions. 4/5ths majority votes in favour were needed to pass all resolutions related to governance issues.

**Associative governance proposal, including structure and function toward the executive, be prioritized and further developed by WG for presentation at March Conference and then for March IC to decide on & send to General Assemblies & for decision at June IC .**

**19 in favour, 1 abstention (MSF Italy) - PASSED**

**This associative model should be developed in the direction of an elected International Board (IB), including looking at the possibility of an IGA and/or international membership, with pros/cons for recommendations/choices clearly elaborated.**

**Unanimous**

A clear timeline, plan and resources for implementation must be articulated and decided on by June 2010 IC, with first elements presented for discussion at March IC.

**Unanimous**
The IC tasks the Governance WG to continue to drive work by RIOD and ExDir/ExCom on concrete ideas for organization-wide executive governance (ie. management) change.

*Unanimous*

In short term, the Governance WG should work with executive bodies (RIOD/Excom/ExDir) to:
a) optimize their terms of reference, accountability and functioning;
b) develop and implement pilot proposals for improved field management.

*Unanimous*

The IC recommends that first steps should be taken for formulating a movement-wide multi-year MSF Strategy:
- Scope and ambitions of such a strategy should be discussed at March Conference

*Unanimous*

The IC tasks Governance WG to work closely with IC Associative Standing Committee (ASC) in developing proposals for:
- criteria for MSF membership (pillars as proposed by IC ASC by December 09, for IC in Mar 2010)
- individual membership & voting mechanisms
- criteria for entity representation on International General Assembly (by June 2010)
- and given resources to do so.

*Unanimous*

The IC presidents actively commit to discuss these proposals and the process with their Boards and provide feedback to WG before March Conference.

*Unanimous*

The IC welcomed the concept (objective and composition) of March Conference (tentative dates: 12-13 March 2010). The March Conference and Extra-ordinary IC (tentative date: 14 March 2010) will take place in Barcelona. The IC agreed with the proposed composition of the conference participants. Governance WG will coordinate the organisation of the conference in collaboration with MSF Spain and IO personnel.

The IC agreed that for 2010 General Assemblies (GA):
Following March conference, the extra-ordinary IC will come up with a proposed new associative model that will be presented to GAs in 2010. The GAs will debate and vote on this new associative model. The GAs will delegate the final decision making to their presidents at the IC June 2010.

Furthermore, for June 2010 IC, the IC will decide with 4/5ths majority on:
- Decision on new Associative set up as proposed by March IC
- Decision on implementation plan and timeline for new Associative set up
- Recommendations on directions for developing executive governance, including field management
- Decision on timeline and process for developing multi-year MSF Strategy
New Entities

Four new entities (offices in Argentina, Czech Republic, Ireland and Mexico) requested the IC to endorse them as Branch Offices. One branch office (South Africa) requested the IC to change its status from branch office to Delegate Office. Office in India did not present itself for branch office yet. A proposal for the office in India can be presented in 2010.

Christophe presented the definitions of the Branch, Delegate office as agreed by the IC in June 2008. The two stand alone reasons for creating an entity are fundraising and representation.

Presidents, representing these entities, were requested to give a short presentation regarding the intentions, pros and cons of these entities. If an entity is not endorsed as Branch office, its status will be the same as before – entity under a freeze for any new activity and no FR will be done.

Tankred and Hakon expressed their reluctance regarding endorsement of the entities status before the governance reform process finalised. However, as already mentioned above, the governance reform process will last for several years. People working in the offices of the new entities cannot be under the freeze for so long and have no-status/recognition. Regardless of the timing, the governance reform will have to look at the sections, operational centres, branch and delegate offices when proposing a new governance model. All officially endorsed entities existing today will have to be prepared to be reviewed/downgraded/merged depending on the outcomes of the governance model.

Tankred, Hakon, Satoru and Fan where questioning the fact that the NE’s main reasoning was fundraising, where as strategic fund raising plan is not yet presented. First outlines of the plan can be presented in June 2010. Once the FR plan will be presented, the Movement will decide where to invest its money collectively. Therefore investing in the countries where a low income with low risks may not be interesting for MSF as Movement, when we can invest in countries with big income and low risks (see Tukul link to the report of FR studies of NE) [http://tukul.msf.org/meetings-projects/background-documents/over-arching-issues/new-entities/new-entities-plan-and-related-considerations-june-2008-en/view?searchterm=plan+for+new+entities](http://tukul.msf.org/meetings-projects/background-documents/over-arching-issues/new-entities/new-entities-plan-and-related-considerations-june-2008-en/view?searchterm=plan+for+new+entities)

One of the suggestions was to endorse all NE as branch office, as it is clear if an OC is investing its money there, there is a reason, be it: HR, FR, comms or representation. However, Raffaella, asked the IC to be careful with a signal it will be sending to the Movement: do we want to open the offices anywhere for any reasons? The IC must assess case by case each entity and see the benefits of creating an entity for the Movement and not only a section/OC behind this entity.

MSF should have a strategic vision for the future. What do we want to become? How big or small do we wish to be? Creating an entity in one country shall be linked to a strategic purpose and not just an institutional interest of a section. Creating offices around the world will further negatively influence the ratio: HQ and field. Do we want to continue to grow at the HQ level? Do we want to continue to be more represented in Europe and thus, being more Eurocentric organisation?

By creating a new branch office we may not be having an unhealthy growth, but we have an uncontrolled growth, stated Hakon. As MSF, we do not have tools to measure efficiency and efficacy of the sections/branch/other entities. By endorsing new branch offices, we will continue our uncontrolled growth.
Presidents behind the entities, expressed that they are well aware of all mentioned comments, but still underline benefits of having these offices as branches:
HR recruitment
FR – testing in Czech republic and FR activity in Ireland allow MSF to have easily available money today
Representation – awareness and establishing contacts in S. American continent

- Please see attached the statements of intent

Preamble

The IC recommends new entities, if passed, do so recognizing and agreeing that within context of governance reform, status of all existing entities (new and old) may be reviewed and impacted by outcome of the reform.

All entities:
- must respect international agreements on managing growth (FTE freeze, 8% cap, etc);
- must respect plans and decisions of movement-wide optimization & rationalization initiatives (HR, fundraising, communications, advocacy, medical, etc);
- agree to active accountability and transparency at international level with regular critical review of achievements and ambitions;

From now on any new entity initiatives be considered in light of defined international strategy on movement-wide priorities on managing growth and channelling interest in joining MSF movement.

After discussion, the IC proceeded with a voting. Reminder, the 4/5 majority in favour is needed to endorse/change a status of an entity. Abstention is counted as “not in favor”.

The IC voted separately entity by entity. The voting results are as follows:

South Africa for status of delegate office: 18 in favour, 2 against (MSF Germany, MSF Norway).

Czech Republic for status of branch office: 13 in favour, 6 against (MSF Germany, MSF Norway, MSF Australia, MSF France, MSF HK, MSF Norway, MSF Luxembourg), 1 abstention (MSF Japan).

Mexico for status of branch office: 13 in favour, 5 against (MSF Germany, MSF Norway, MSF France, MSF Japan, MSF Denmark), 2 abstentions (MSF Honk Kong, MSF Luxembourg).

Ireland for status of branch office : 13 in favour, 6 against (MSF Germany, MSF Sweden, MSF Australia, MSF Hong Kong, MSF Norway, MSF Denmark), 1 abstention (MSF Luxembourg).

Argentina for status of branch office: 18 in favour, 2 against (MSF Germany, MSF Norway).

Following the voting results, the 4/5 IC majority in favor is reached only for two entities, namely South Africa and Argentina.
The IC endorses branch office in South Africa as Delegate office.
The IC endorses entity in Argentina as Branch Office.

The Ireland, Czech Republic and Mexico entities did not reach the 4/5 majority in favour.

Therefore, the IC requests the ICB to discuss with the presidents, representing these entities, and agree/make proposals to the IC on the way forward.

IO review

Please see attached the IO review report ppt presented by Satoru and Marilyn (by telephone)

The IC welcomes this IO review report. Kris, on behalf of the IO team, thanked the IO reviewers for the time given to the IO team and the report highlighting the strength, weakness. Though the IO team found that the review was not enough critical, as the main counterparts of the IO team are platforms were not included in the review.

The IO’s growth and portfolio are strongly linked with the international agenda. Different platforms, starting from the IC and Exdir, ICB and Excom, and others add topics to follow-up by the IO and report back to them. Therefore, one of the recommendations from the IO review team and strongly supported by the Exdir, is the prioritisation.

IO commitment to the FTE freeze and cap on 8% growth is clearly stated, however given the heavy agenda and high priority list it was not possible to stick to these international agreements. The IC calls the IO to ensure that its growth remains within internationally agreed agreements.

The IC requests the Growth and Rationalisation WG to follow-up on the recommendations presented in this report. The IC recommends that this report will be shared with Governance WG.

IO budget

Please see attached the IO Plan of Action and Budget ppt and narrative and organigramme presented by Kris and Isabelle (by telephone)

As requested by the IC during June meeting, the IO budget and plan of action are to be presented to the IC.

The IO budget was presented to the Exdir for their recommendation to be endorsed. The majority of the exdir voted in favor of endorsing the IO budget with an exhaustive list of comments and conditions.

The IO budget was presented to the ICB. The ICB requested to have a narrative report explaining better the one-off expenses and regular running costs.

Associative standing committee will be supervising the expenses linked to the support of the associative initiative. The initial budget line is 20000€ for the expenses linked with the
support of the East African initiative is agreed by the IC. If new associative initiatives will emerge, the Associative Standing Committee will be in touch with them. Together, they will prepare a proposal for financial support for the IC’s endorsement, if need be. Longer term strategy regarding the new associative initiatives will have to be put in place.

Significant money flow goes through the account of the IO. It is important to have a close associative overview of the IO budget and the accounts. The IC welcomes the Exdir recommendations and comments related to the IO budget.

The IC asks the IC FSC to look at the ways of strengthen accountability process between budget and planning, and their review. Ratio of social mission and other expenses shall be calculated and monitored.

The FTE freeze must be applied for the IO, unless agreed as an exception (ex. Unifield project). Advocacy positions, which have been put under international office management are to be off from other OCs as per the Exdir agreement.

Matt raised a concerned that was highlighted by their auditors. Some members of the senior executive team of the IO are in board members of different MSF associations. It might have some potential conflict of interest, and considered inappropriate from auditors point of view. The IC recommends the Governance WG to have a look at this issue.

The IC endorses the IO 2010 Plan of Action and budget.

Unanimous (MSF Norway, MSF Italy, MSF Greece were not present during the voting)

The IC requests the International Secretary General to ensure that:
- Lotus migrations costs, Innovation Fund money, HR budget lines should be reviewed and potentially reduced as discussed and reviewed at ICB/Excom at first quarter of 2010.
- New 2.5 international advocacy positions should be offset by reduction elsewhere in the movement as agreed by the Exdir
- IO held to 8% and FTE freeze going forward, any future exception would have to be approved by IC level

IC Finance Standing Committee (IC FSC) reporting

Please see attached IC FSC reporting ppt presented by Bernadette

The IC asked that “To investigate and advise on other financial issues as requested by the IC from time to time” be included as an additional objective.

The IC requested the IC FSC to look at the process of presenting IO budget and accounts.

The IC would like the IC Finance Standing Committee to ensure the follow-up and monitoring of internationally agreed resource sharing agreement (known also as scenario 3) is implemented. The IC endorses the Finance Standing Committee ToR.

Next meetings:

14 March 2010 – Extra-ordinary IC meeting in Barcelona
25-27 June 2010 – IC meeting in Amsterdam