

Internal Rules

Association Läkare Utan Gränser/MSF Sweden

As approved by the MSF Sweden Board 180825

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1 Introduction

The Board of Läkare Utan Gränser (henceforth MSF Sweden) has, in line with the statutes of the Association and the FRII code, endorsed the MSF Sweden Internal Rules to ensure a transparent, efficient, and well-functioning Association.

The revised Internal Rules were approved by the MSF Sweden Board (henceforth the Board) on June 15 - 16, 2018 and shall be reviewed on a three-year basis¹ with all changes consequently approved by the Board.

All board members as well as the General Director are expected to have a copy of the Internal Rules and to be familiar with its content. An updated copy of the Internal Rules is given to the MSF Sweden Auditor every year.

2 The Board, the Executive: Roles and Responsibilities

2.1 General Principles

MSF's core principles can be found in the MSF Charter, the MSF Chantilly Identity Document, the MSF Mission Statement, MSF's International Statutes, MSF's International Internal Rules, and in the La Mancha agreement (*Appendix A: MSF Charter etc*).

The statutes for MSF Sweden (*Appendix B: MSF Sweden Statutes*) were approved by the General Assembly (henceforth the GA) in May 2017.

The Members of the Association (henceforth the Association) meets yearly at the GA (which is the highest decisional body of MSF Sweden). At the GA, the members approve the Annual Report, vote on discharging the Board of liability, elect board members, and vote on motions.²

The Board is accountable to the Association in terms of decisions taken and progress of motions and recommendations accepted by the GA. The Board appoints a General Director (henceforth the GD) to lead the executive and who is accountable to the Board.

The GD organizes the Executive to implement activities following the visions and strategies expressed in the MSF Sweden Strategy (*Appendix C: MSF Sweden Strategy*) and the MSF Sweden Consolidated action plan (*Appendix D: Consolidated action plan*).

The Board exercises control and management over the organization on behalf of the Association, and in accordance with decisions and directions taken by MSF as a movement. The duties imposed on board members are fiduciary duties (in Swedish "förtroendeuppgifter") and apply to each board member separately, while the powers apply to the Board jointly (meaning that board members have individual responsibility for decisions taken, but cannot take those decisions as individuals, only when acting as a Board). As such, all decisions by the Board should be taken and implemented in good faith and with proper purpose (in Swedish = med rätt ändamål). Board members should show mutual trust towards one another and show transparency towards the Association. The duties as a board member can be divided in three parts: duty of care, duty of loyalty, and duty of obedience.

Duty of Care: The duty of care describes the level of competence that is expected of a board member and means that they should act with integrity, reasonable skill, care, and diligence (in Swedish = agera

¹ For a full list of decisions to be taken by the General Assembly see MSF Sweden Statutes Article VI GENERAL ASSEMBLY.

med integritet, rimlig kompetens, noggrannhet och aktsamhet) when they make a decision on behalf of the organization.

Duty of Loyalty: The duty of loyalty is a standard of faithfulness, all board members must give undivided allegiance when making decisions affecting the organization. This means that a board member can never use information obtained as a member of the Board for personal gain but must act in the best interest of the Association.

Duty of Obedience: The duty of obedience requires a board member to be faithful to the Association's mission and means that a board member is not permitted to act in a way that is inconsistent with the goals of MSF Sweden. A basis for this rule lies in the public's trust in that the organization will manage donated funds to fulfil the organization's mission.

For more, see *3.4.1 Conflict of Interest*.

2.2 The Role and Responsibilities of the Board

The Board is the guardian and the guarantee of MSF's ethics, values and principles as agreed upon within the International Movement. It should set the policy, the vision, and as well support and promote the activities of MSF Sweden.

The Board will reinforce and strengthen the role of the Association, both in Sweden and within the International Movement. To be able to do this, it is necessary to acquire enough information to create and uphold both the knowledge and the understanding of international debates and the Swedish context.

Legally the Board is accountable to the Association, and an Annual Report, including the financial report, is presented at the GA each year. Beyond this, the Board is morally accountable to MSF's beneficiaries and donors.

Through its convention with the Operational Centre in Brussels (henceforth OCB) (*Appendix E: Governing documents OCA, OCB and International*), MSF Sweden participates in the decision-making process of the operations by being represented in the OCB Board. MSF Sweden also supports the Operational Centre Amsterdam (henceforth OCA) primarily through the allocation of private funds to OCA, and by being represented in the OCA Council. (*Appendix E: MoU*).

The Board and MSF Sweden are also accountable towards the greater MSF movement and should take into account decisions taken on international decisional platforms such as the International General Assembly, and the International Board.

2.3 The Role and Responsibilities of the Executive

The MSF Sweden office (henceforth the Executive), is under the responsibility of the GD who is appointed by the Board. The GD is responsible for the day to day functioning of MSF Sweden and the implementation of activities within the vision and strategy as provided by the Board. The GD prepares and presents the Consolidated Action Plan (henceforth the CAP) and budget yearly to be approved by the Board. For more, see *4.4 Annual Planning* and *Appendix R: GD Job Description*. In addition to its main tasks and responsibilities, the Executive is tasked with ensuring that the necessary information on its activities and financial situation is presented to the Board on a regular basis.

Moreover, the Executive ensures that decisions passed by the Board are implemented, and that the Board receives the information/materials necessary to hold board meetings in a timely manner. Any

decision point proposed by the Executive for the Board's approval needs to be accompanied by written background materials, including a risk and opportunities analysis, budgetary implications, and the Executive's recommendations. See *4.1.7 Announcement, Agenda, and Preparatory Document* and *Appendix G: Decision Process MSF Sweden* for deadlines etc. It is strongly recommended that, as far as possible, issues are discussed in the Strategic Platforms prior to the board meeting.

The GD is responsible for ensuring that decisions taken by the Board are communicated to the Executive and implemented.

In MSF Sweden, major decisions are taken through a process of three meetings with the Board: one information meeting, one dialogue meeting, and one decisional meeting. One of these meetings shall, as far as possible, be held within a Strategic Platform. See *Appendix G: Decision Process in MSF Sweden*.

The Executive's main activities are all connected to the core functions. These core functions are Human Resources (HR), Private Fundraising (PFR), Communication and Advocacy (ComA) and Operational Engagement (OE). Each of the core functions are equally important, regardless of size, budget, or staffing.

Just like the Board, the Executive needs to work in close collaboration with the international movement and does so by representing MSF Sweden on various platforms and other executive groups (such as the OCB Extended CoDir, OCA GD Forum, Full ExCom etc). (*Appendix F: International Fact sheets*)

2.4 Division of Roles between the Board and the Executive

See *Appendix H: Guiding Principles on Division of Roles Board and the Executive* and the document *Division of Roles Board and Executive MSF Sweden*.

3 Members of the Board: Roles, Responsibilities and Formalities

3.1 Election and Composition of the Board of MSF Sweden

The Board consists of five to nine (5 – 9) regular members with voting rights and one to two (1 - 2) alternate board members. The board members' terms are staggered, and three (3) regular members for terms of three years are elected at each GA. Likewise, alternate board members are elected for a term of two (2) years.

The Board elects the President, Vice President, Treasurer and Secretary at the constituting meeting following the GA.

The Board should strive to co-opt members to fill any potential competency gaps in the Board.

The Board can appoint working groups.

3.2 Responsibilities of Board Members

3.2.1 General and individual responsibilities of the Board Member

See *Appendix I: Terms of Reference Board Members*

3.2.2 Responsibilities of the President

See *Appendix I: Terms of Reference of Board Members*

3.2.3 Responsibilities of the Vice-President

See *Appendix I: Terms of Reference of Board Members*

3.2.4 Responsibilities of the Treasurer

See *Appendix I: Terms of Reference of Board Members*

3.2.5 Responsibilities of the Secretary

See *Appendix I: Terms of Reference of Board Members*

3.3 **Staff Representative in the Board**

See *Appendix I: Terms of reference: Staff representative*

3.4 **Responsibilities of the Association Coordinator and Board and Executive Support**

See *Appendix K: Job descriptions Associative Coordinator and Board Support*

3.5 **Formalities and Procedures concerning Board Membership**

3.5.1 Conflict of Interest and Confidentiality

See *Appendix L: Conflict of Interest and Confidentiality Statement*

3.5.2 Presence

Board members are expected to have a high rate of presence at board meetings, as the Board needs a quorum in order to be able to take decisions³. A high rate of presence and an active participation is needed for the Board to function correctly and to be able to carry out its role in a responsible manner.

Although board members are encouraged to maintain experience from MSF projects there is a need for consistency and sustainability on the Board and its associative work. Therefore, a board member is only allowed to be working in a project on an executive contract for three (3) months during a board year. It is also to avoid conflict of interest that might occur from being on the Board and holding an executive contract at the same time.

³ MSF Sweden's bylaws, paragraph 9: Styrelsen kan fatta beslut då minst fem styrelsemedlemmar är närvarande. Vid ordinarie styrelsemedlems frånvaro kan suppleant inträda och överta rösträtten. Styrelsebeslut fattas med enkel majoritet bland närvarande medlemmar och röstberättigade suppleanter. Vid val av ordförande och tillsättande av generalsekreterare krävs 2/3 av den fulltaliga styrelsen, det vill säga minst sex röster.

MSF Sweden's bylaws, paragraph 9: A Board decision may be taken with five or more board members present. The deputies take the place of absent regular board members and have in this role full voting rights. Simple majority is required for a decision. When electing the Chairperson and appointing the General Secretary a two thirds (2/3) majority of the full Board is required, which equals at least six votes.

In addition, all board members should plan to attend in person or online at least 75 percent of all board meetings during the board year. At least three of these board meetings should be in person meetings. An absence of more than 25 percent of a board year is not compatible with board work. Board members are to declare plans to go on assignments or engage in other events which may affect their board work to the Election Committee prior to announcing their candidacy for the Board. The individual board member's attendance record is reported each year in the Annual Report.

3.5.3 Compensation and Travel

Compensation

Only one board member can receive compensation at any given time, preferably the President. The compensation to the remunerated board member, preferably the President, can vary between 0% and 50% of the so called "prisbasbelopp"⁴. The percentage depends on the work situation, the time that they can devote to MSF board work without a major loss of income, and the demands on the position as expressed by the Association.

The Board decides how big the remuneration should be, and is obliged to present and approve the past year's chosen level of compensation at each GA. It is also the Board who decides which board member should be remunerated. If the remunerated board member goes on an MSF assignment, visits to projects, FADs, or Sanou, they will continue to receive the agreed upon compensation. The agreed upon compensation can be transferred to another board member assuming the duties of the remunerated board member during this time. The transfer should be treated as a decision item and approved by the Board.

Apart from the remunerated board member, other board members cannot receive any monetary or other sorts of compensation for their work since board work is considered to be on a fully volunteer basis.

Since 2007, the compensation has been regarded as a base for pension savings (pensionsgrundande). Starting January 1st, 2020, the pension saving paid for the remunerated board member, preferably the president, is set to 10 percent of the numerary compensation, regardless of the age of the beneficiary. The pension saving is not to be included in the numerary remuneration.

Compensation during Travel

During their mandate, all board members that participate in executive and/or associative activities, as required by MSF, can be reimbursed for travel and hotel costs by MSF Sweden.

Though board members are not given a per diem, they are entitled to submit for reimbursement meals to a maximum of 100% of the "traktamentsbelopp"⁵ while travelling. In order to receive compensation, board members must provide receipts for these meals. If meals are provided by an MSF office in connection with meetings, meals will not be reimbursed. Likewise, if a board member is visiting a project and receives a per diem, they cannot submit meal expenses to MSF Sweden.

⁴ **Prisbasbeloppet (Price Base Amount)**, earlier called "base amount" ("basbeloppet"), is applied in various instances in Swedish law, for example when determining the upper limit of the state salary guarantee which one can be paid, which is four Price Base Amounts (statlig lönegaranti). As the number of amounts is constant the value of the amount must be adjusted for inflation. Hence the Price Base Amount shall be adapted to the consumer price evolution.

⁵ Decided yearly by the Swedish tax authorities

The President must approve all costs incurred by board members, while all expenses incurred by the President are signed by the Treasurer of the Board, or two other board members in association.

Concerning signing for expenses, see *Appendix M: Approval of Costs*.

Board members' travel

MSF Sweden has a travel policy that applies to all staff. As far as possible, board members should also follow this policy. However, board members are travelling on their own time and are not financially compensated for travel time, which means that some deviations may occur. All such deviation should be checked with and approved by the President. Examples of such deviations could be a night train that does not book through the system, or a considerably cheaper travel possibility than what the system offers.

The MSF Sweden Travel Policy states that the choice of travelling first and foremost should reflect a balance between costs and benefits. Always consider if the meeting can be done remotely or if travel is justified.

To travel, board members are expected to on their own book all travel within Europe through the MSF Sweden travel booking system. All board members have a log in. For travel outside Europe the board member should contact the Association Coordinator or the Board and Executive Support.

Generally, the following applies:

- All travel for board and association business needs to be approved beforehand by the President.
- Plan the trip in advance.
- Avoid flying, if possible, but if it is necessary, do it as environmentally friendly as possible.
- Saving money should be put before ensuring personal convenience.
- Safety should, however, always be considered.

For details, please see *Appendix N: MSF Sweden Travel Policy*.

If you are hesitant about which alternative to choose, talk to the Association Coordinator or the Board and Executive Support.

- Hotels: The Association Coordinator or the Board and Executive Support will book hotels and other accommodations. Generally, for board meetings we book single rooms, but when attending associative events (such as the GA, NAM, or OCB Gathering) shared rooms are booked to save costs.
- Need a visa? Contact the Association Coordinator or the Board and Executive Support.

Insurance while travelling

Board members are, as is MSF staff, insured while travelling on behalf of MSF.

3.5.4 Signatory, Subscription and Representation Rights

The Board decides which persons have a right to sign for MSF Sweden and who has the right to speak in the name of MSF Sweden.

Concerning speaking out for the Association (media etc.) the diversity we have in the projects should be reflected in our communication. This means that the person most suited to speak on an issue (be it a recently returned international mobile staff, or a representative from the Executive, or the President as

it may be) will be asked to represent MSF Sweden. Generally, the President of the Board has a bigger responsibility to assume this role but can if needed request someone else from the Board to replace them, most often the Vice President.

Concerning Signatory and Subscription Rights see *Appendix O: Signatory Rights of MSF Sweden*.

3.5.5 Resignation

In case a board member wishes to step down from their position as a member of the MSF Sweden Board before the end of their mandate, they are expected to inform the President in writing. The Board will formally accept the resignation at the first board meeting after the board member announces that they want to step down. A replacement member will be elected at the next GA for the remainder of the term. If there is a need to replace the board member before the GA, the Board can co-opt a new member. However, the co-opted board member does not have voting rights. If the Board is no longer able to form a quorum due to a board member's resignation, removal or death, an extraordinary GA will be called to elect replacement member(s).

If the Vice President, Treasurer or Secretary were to resign, die or be removed, a replacement will be elected at the next board meeting.

Should the President be unable to fulfil their duties for a shorter period of time (due to sickness, work in the projects, etc.), the Vice President steps in to lead the Board. The Board will then delegate the President's duties amongst themselves. Should the President's absence create a high workload for one specific board member, the Board can decide to re-distribute the remuneration during the time period in question. There are highs and lows when it comes to workload during the year, and this should be taken into consideration when deciding on making changes to the remuneration.

A board member can be removed from office by a two-thirds (2/3) majority vote by all regular board members currently on the Board. If a board member is removed, they can appeal at the next General Assembly to be reinstated.

4 Functioning of the Board

4.1 Board Meeting

4.1.1 First Board Meeting after the General Assembly

The first board meeting is usually held immediately after the closure of the GA. During this meeting the Board elects the President, Vice President, Treasurer and Secretary. At this point it should be decided who has the right to sign for MSF Sweden (see *Appendix O: Signatory Rights of MSF Sweden*).

All board members should sign the Conflict of Interest and Confidentiality Agreement (see *Appendix L*) as soon as possible after the first meeting after the General Assembly.

4.1.2 Decisions and voting

According to the statutes, the Board may consist of 5-9 regular board members with voting rights and 1-2 alternate board members without voting rights. A board decision requires simple majority and the President or the Vice President being present. If a regular board member is absent and quorum is not

met, an alternate board member may take their place as a voting member, see chapter 4.1.6 *Election of a voting Alternate Member* below.

Election and removal of the President and of the General Director or at the removal of a board member requires a two thirds (2/3) majority of the regular board members. Amendments to Art 1,2,3,4,8,9 and 13 requires a unanimous board vote by regular board members before being proposed to the GA.

When electing or removing the President, appointing, or removing the General Director, or removing a board member, a two thirds (2/3) majority vote by all regular board members currently on the Board is required. Should there be a tie, the President will cast the deciding vote. If the vote concerns the President, the Vice President should cast the deciding vote.

4.1.3 Introduction for New Board Members

The President is responsible for introducing the board work to the new Board.

- Introduction to the Board's work:
 - The Board receives training from a qualified person on its legal and fiduciary role and responsibilities (generally during the meeting following the first meeting after the General Assembly).
 - The President introduces the board year (what decisions are taken and when) and the Board Working Groups;
 - The President leads discussions on how the Board should function and the expectations of board members;
- The General Director (or the person they delegate to) is responsible for introducing the Executive's work:
 - Introduction to the office – who does what?
 - Introduction to the reporting system, how to read monthly reports etc.
- The budget is sent to all new board members (as part of the CAP for that year). The budget revision is presented and voted on at the first regular board meeting (usually in June) following the election of new board members.
- All new board members also have access to previous board minutes to allow them to follow decisions and discussions.
- The auditors attend the April board meeting where they present the Annual Report findings verbally and hand over the report to the Board for approval and signing. See *Appendix N: MSF Sweden policies/Auditor Rotation Policy*.

4.1.4 Regular Board Meeting

In general, in-person board meetings are held on a bi-monthly basis, i.e., six times a year. The board meetings are generally held on a Friday evening starting at 16:00, and on the following Saturday ending at 16:00. Generally, the board meetings are open to the Executive and the Association unless declared otherwise.

During the months when there are no in-person meetings, videoconferences will be held (six times per year). The videoconferences should last no longer than two hours and include topics where decisions are needed but where a thorough board debate is not foreseen. The meeting schedule is decided at the start of each year and the next meeting date is stated in each preceding minutes.

Ordinarily, the board meetings take place at the MSF Sweden office. It is possible for board members to attend the meeting by videoconference, however, physical presence is preferred.

Generally, the board meetings are held as follows:

Face-to-face meetings: February, April, June, August, September/October, November

Videoconference: January, March, May, December.

Extra Board Meetings: In case there is a need the Board can decide to plan for extra board meetings in order to discuss particular issues.

4.1.5 Strategic Meeting

Once a year the Board meets with the Management Team (henceforth the MT) and the owners of specific objectives to discuss the strategy for the coming year. This is an opportunity to revisit the MSF Sweden Strategy and to ensure that the Board and Executive are on the same page vis a vis the priorities for the coming year. The meeting is usually held in connection with the September/October board meeting. The MT can invite other key staff members to the meeting as needed. The purpose of the meeting is to ensure that the organization is planning not only for the current and coming year, but for the future.

The meeting is a joint Board – Executive meeting. The agenda and arrangements for the strategic meeting on the Saturday are owned by the Executive.

4.1.6 Chair, Secretary, Controllers and Timekeeper

At the start of each board meeting, a Chair, Secretary, Timekeeper, and up to two Controllers are appointed.

4.1.7 Election of Voting Alternate Board Member

Alternate board members have the same rights and responsibilities as regular board members, with the exception that they cannot vote. However, if the Board is not able to form a quorum due to absence by regular board members, the Board will appoint an alternate board member to take the place of the absent board member with full voting rights for the duration of the meeting. After the closing of the meeting, the alternate board member will resume being a non-voting member of the Board.

Usually, the alternate board members, if there are two, will take turns assuming the role of the voting member and if there is a conflict (i.e., both wants to do it), a coin will be tossed.

4.1.8 Announcement, Agenda, and Preparatory Documents

The board meeting schedule is set on a six month basis and approved by the Board. All new board members will receive the Board schedule when they join the Board. The board meeting schedule is announced to the Association on www.INSIDEOCB.COM and an invite is e-mailed to the Association and the Executive (unless it's a telephone or video conference or a closed meeting).

The agenda and background materials for each meeting are uploaded on the dedicated Board space on www.INSIDEOCB.COM on the Friday a week ahead of the meeting. The agenda is set by the President, in collaboration with the General Director, and prepared and sent out by the Board and Executive Support.

The agenda should contain information on what topics are to be discussed and which decisions need to be taken. Moreover, the agenda should list the documents that the board members should have gone through prior to the meeting. The Board and Executive Support makes sure all preparatory documents are shared with the Board in due time before the meeting.

4.1.9 Minutes

The Secretary is responsible for taking decisional minutes during the meeting, and to e-mail them to the Board within a week of the meeting. The full minutes are taken by the Board and Executive Support and normally sent in draft form to the President within two weeks of the meeting.

The President checks the minutes and revises them. The minutes are then sent to the Secretary and the Controller(s) for comments. The minutes are approved at the next meeting and signed as soon as possible thereafter by the Chair, Secretary, and the Controller(s). After the minutes have been signed, they are available for all members on InsideOCB. The President is ultimately responsible for the minutes and if there is a disagreement on what was discussed or decided on, the dissenting member can write a "minority report" which will be added to the minutes. Further, it will be recorded in the minutes if a board member chooses to abstain or vote against a decision and asks that their vote is to be recorded separately.

The Secretary takes minutes during closed sessions and sends the decision points to the Board and Executive Support so that they can be included in the full minutes.

4.1.10 Working Groups

To guarantee a smooth and efficient functioning of the Board and to enable the Board to carry out all its duties, the Board shall, depending on the workload and variety of issues, form Working Groups that cover one or more issues. These issues might be requested by the Association at the GA through the motions process, it might be issues that are raised by OCB or OCA, MSF International, or other issues as seen suitable by the Board or the President.

The purpose of the Working Group is to be responsible for detailed analysis and preparation of the specific issue(s), keeping the rest of the Board updated, and finally preparing the working document for final decision by the Board.

4.1.11 Strategic Platforms

There are several strategic platforms in MSF Sweden, which are thematically organized and where the Board is represented in order to increase the mutual understanding and to better prepare for upcoming board meetings. The groups are permanent, meet on a regular basis and the members are defined. The ambition is to have separate meetings focusing on the core areas of work, where those who are responsible for specific areas and board members can work in more detail on the specific issues at hand. The strategic platform groups are not decisive, but rather platforms for discussion. They can, however, task the MT to prepare and follow up on issues that later are reported to the entire Board. The person responsible for the Strategic Platform (the Executive) is responsible for calling the meetings, setting the agenda, minute taking etc.

After each meeting the focal point (the board member) is responsible for sharing the outcome of the meeting with the Board within one week of the meeting.

The Consolidated Action plan/CAP, mandate and other core responsibilities of the Strategic Platforms are described in *Appendix P: Strategic Platforms Terms of Reference* and *Appendix I: Terms of Reference Board member*.

4.1.12 Appointment of International General Assembly Representatives

The International General Assembly (henceforth the IGA) is the highest governing body within MSF, and as such the guardian and decision-maker regarding the MSF Charter and the purpose of the Association. It safeguards our medical humanitarian social mission and provides general and strategic orientations across the movement. It has the final decision on key associative governance issues, and will provide strategic directions for the MSF movement, while delegating duties to the International Board and holding it accountable. Accordingly, strong, and meaningful participation of representatives is necessary for a well-functioning IGA and for effective governance of MSF. The IGA meets once a year but may also meet more frequently in exceptional circumstances.

The International General Assembly is composed of two Representatives from each institutional member (i.e., Associations), and the MSF International President. Each Representative has a single independent vote. As an institutional member, MSF Sweden has two seats in the IGA. It is required that the Association is represented by its President, and that one of the two Representatives has a medical profile⁶. Thus, the President of the Swedish Board is one of MSF Sweden's Representatives, while the other Representative is elected by the members at the GA. The Board President serves as the IGA Representative concurrently with his or her term as President, while the elected representative serves a three-year term.

The term of the President commences and terminates with their turn as President. If a new IGA representative is elected at the same GA as a new President, the outgoing IGA rep may accompany the newly elected IGA rep to the IGA in a non-voting capacity.

In addition to attending the IGA each year, it is strongly recommended that the IGA Representative attends the webinars hosted by the International Board after each of their meetings in order to be able to follow the discussions and dilemmas leading up to the IGA.

All IGA Representatives are obliged to report back to the Board twice a year (once after the IGA, and once before the coming IGA) in order to keep the Board abreast of the discussions and decisions taken, but also to get the Board's input on upcoming issues. The IGA Representatives should also bring any urgent issue coming from the International Board deliberations to the Board's attention. The IGA Representative must report back to the Association on decisions taken at the IGA and on upcoming debates. (See *Appendix Q: ToR IGA Representative*)

Elected IGA Representatives cannot hold an executive position within MSF Sweden, any of MSF's institutional members, or any legal entity registered under the name of MSF. If a Representative is found in violation of this, they must give up their role as IGA Representative.

IGA Representatives shall avoid conflicts of interest. The managing of conflicts of interest relating to IGA Representatives are dealt with in the International Internal Rules (*Appendix A: MSF Charter etc/MSF International Internal Rules*).

⁶ In 2009 the International Council defined medical or paramedical professionals as all professions that have, during initial training and later practice, a practitioner-patient relationship.

Should the President leave the term early, the person taking over the President's duties will also take over the role of IGA Representative (see 3.4.5 *Resignation*). Should the elected IGA Representative step down before their term is over, the Board will appoint a temporary replacement from within the Board or Association to serve until the next GA when the members will elect a new Representative. Any replacement or substitution of a Representative is subject to a decision of the International Board, and the request for changing an IGA Representative should be sent to the IB elected point person with the International Association Coordinator in copy.

Also see *Appendix Q: ToR IGA Representative* and *Appendix A: MSF Charter etc/MSF International Statutes (Article 7 – Right to Vote and Representation of Members; Article 11 - Composition, Role and Responsibilities; Article 12 – Meetings; Article 13 - Method of Convening; Article 14 – Decisions)*.

4.2 Collaboration with MSF OCB Association in Pakistan

In addition, MSF Sweden has worked on the ambition to support and strengthen association(s) closer to the projects. Therefore, MSF Sweden has entered a collaboration with MSF OCB Association in Pakistan and agreed to the following:

- Through consultation with the OCB association in Pakistan, and ahead of the IGA, MSF Sweden will help to connect the MSF Pakistan association to the international movement's discussions and decisions.
- Through the pre IGA discussion the IGA representatives of MSF Sweden will help to bring the voice of the OCB association in Pakistan to the IGA.
- The IGA representatives of MSF Sweden will take into consideration the opinion of the association in Pakistan when voting at the IGA.

See *Appendix Q: Terms of Reference for IGA Presentative and Roadmap of Collaboration*.

4.3 Appointment, Evaluation and Salary of the General Director

The Board appoints the General Director, and it is a decision requiring a 2/3 majority of the regular board members. The sitting Board will determine what methodology to use when conducting the search for a new GD.

The performance of the General Director is evaluated on a yearly basis and the evaluation normally takes place during early spring (March). Moreover, it is the Board that decides on the General Director's salary and its annual adjustment. The GD salary is set within the constraints of the MSF Sweden's Salary Policy. (*Appendix R: General Director Job Description*.)

4.4 Evaluation of the Board

In order to assure a good and continuously improving performance the Board undergoes one self-evaluation exercise a year. The evaluation is both written (individual self-evaluation) and a group discussion (general performance of the Board). This discussion can include topics such as information flow, decision processes, how the Board functions as a collective, and what competencies are lacking. The GD is requested to bring feedback in writing from the Executive around the Board/Executive collaboration but is not present during the meeting. In January the following year a short re-cap is done by the Secretary, so that the new Board knows which areas needed improvement and to give the Board a chance to amend potential issues before the next evaluation.

4.5 Annual Planning

The Board's tasks/activities can be divided into two groups: annual reoccurring "to do's"/activities and other non re-occurring tasks/activities based on what is going on inside and outside MSF. As such, some tasks can be foreseen and need to be planned and carried out on an annual basis:

- First board meeting after the GA (May)
- Start-up meeting with the new Board including board training (June/August)
- Budget Revision (June)
- Strategy Meeting with the Executive (September/October)
- Presentation of major risks identified by the Executives and approval of the Board risk analysis. (November/February)
- Consolidated Action Plan (November)
- Budget Approval (November)
- Meeting with Election Committee ahead of next General Assembly (November and February)
- Planning of the General Assembly (end of the calendar year and continuously up to the General Assembly)
- Revision of motions (February)
- Evaluation of the General Director (March/April)
- Board evaluation (April)
- Annual report Approval (April)
- Auditor visit and report back (April)

Other tasks/activities that need to be carried out on a continuous basis:

- Association Activities, revision of policies and working documents, such as the IR

4.6 The Board and the Association

The members, who are mostly people who have worked in MSF's humanitarian projects or in the various offices, constitute the legislative power of the organisation.

The associative nature of MSF and the reasoning for it is described in the Chantilly document, specifically in *principle 10: Operating an Association*:

"The commitment of each volunteer to the MSF movement goes beyond completing a mission; it also assumes an active participation in the associative life of the organisation and an adherence to the Charter and Principles of MSF. Within the different representative structures of MSF, the effective participation of volunteers is based on an equal voice for each member, guaranteeing the associative character of the organisation. MSF also endeavours to constantly integrate new volunteers to maintain spontaneity and a spirit of innovation. Linked to the idea of volunteerism, the associative character of MSF permits openness towards our societies and a capacity for questioning ourselves."

In the La Mancha process in 2005- 2006 the associative structure and ownership of MSF was one of the main points for debate. The process confirmed the associative ownership of MSF but also defined a clear need to strengthen the associations on various levels. From the La Mancha agreement 2.4:

“Informed and active associations and their representatives are crucial to assuring the relevance of our action and the maintenance of a strong MSF international movement. Invigorating participation in the associative at all levels of MSF is essential to building and maintaining credible, competent and relevant international governance.”

The Association working group (the president, board members and the Association Coordinator) sets the plan for how many association evenings/events to hold each year. Dates are identified twice per year (Spring-Autumn) and communicated well in advance to help members plan ahead. Decisions on dates and topics are taken by the President in consultation with the same working group as well as deeper planning on other details. Normally, a range of different events are organized throughout the year with the exception of the months May (GA), and June – August.

5 The General Assembly

5.1 Checklist and Guideline

See *Appendix S: General Assembly Guidelines*

5.2 Election Committee

See *Appendix T: Election Committee Guidelines*

6 MSF Nordic Network

The MSF Sweden Board (as well as the executives of MSF Sweden, strives to cooperate with the Nordic associations and executives as much as possible. One example of cooperation at association level is the joint General Assembly with MSF Sweden and MSF Norway.

7 Appendices

Appendix A – MSF General

- Medecins sans Frontières Charter
- MSF International Statutes
- MSF Internal Rules
- The La Mancha agreement
- The MSF Chantilly Document

Appendix B – Statutes

- Statutes MSF Sweden
- Stadgar Läkare utan gränser Sverige

Appendix C – MSF Sweden Strategy

- MSF Sweden Strategy

Appendix D – Consolidated action plan

- MSF Sweden consolidated action plan

Appendix E – OCA and OCB Governing documents

MSF IO International Work Plan
Governance in MSF
OCA Memorandum of Understanding (MoU)
OCA Strategic Plan
OCB Board Regulations OCB
OCB Strategic Orientations
OCB Operational Prospects
Resource Sharing Agreement

Appendix FA – International facts Association

International Board Associative Standing Committee
International Board Finance and Audit Committee
International Board Medical Standing Committee
International Board Fact Sheet
International General Assembly Fact Sheet
MSF International Fact Sheet
Movement Wide Association Fact Sheet
ExCom Fact Sheet

Appendix FB – International facts Executive

International Executive Governance Platform ToR Part 1
International Executive Governance Platform ToR Part 2

Appendix G – Decision Process MSF Sweden

Decision Making in MSF Sweden

Appendix H – Division of Roles

Division of Roles
Guiding principles of Division of Roles

Appendix I – Terms of Reference MSF Sweden Board

Board member Terms of Reference
President Terms of Reference
Vice President Terms of Reference
Secretary Terms of Reference
Treasurer Terms of Reference

Appendix J – Terms of Reference Staff Representative

ToR Staff Representative

Appendix K – Job descriptions Association Coordinator and Board and Executive Support

Association Coordinator Job Description
Board and Executive Support Job Description

Appendix L – Board member documents

Conflict of Interest and Confidentiality Statement
Statement of Economic Misconduct

Appendix M – Approval of costs

Policy for Approval of Costs

Appendix N – Policies

Auditor Rotation Policy
 Environmental Policy
 Equal Opportunity Policy
 HQ Salary Policy
 Working Conditions Policy

Appendix O – Signatory Rights

Signatory Rights MSF Sweden

Appendix P – Strategic Platforms

Strategic Platform ToR - Template

Appendix Q – International Representatives

International General Assembly Representative Terms of Reference
 Roadmap of Collaboration

Appendix R – GD Job Description

General Director Job Description

Appendix S – General Assembly

General Assembly Guidelines

Appendix T – Election Committee

Election Committee Guideline

Revision history

240502	Changed the section of co-option of board members to emphasise that the Board should strive to co-opt.
230314	Changes in content and minor language changes. (Travel policy, board member attendance, IGA representative).
201028	A limit to length of board member’s field work is added to chapter “Presence”.
200116	Changed all he/she to the gender neutral they/them etc. Remunerated board member to receive compensation while on field assignment.
191217	Added information on remuneration to board member to include pension saving 10 % (Pension of 8% already in practice since 2007 but not noted in Internal Rules).
2019	Inclusion of Finland office in texts.