

MINUTES

MÉDECINS SANS FRONTIÈRES U.S.A., INC.
Telephone Meeting of the Board of Directors
January 16, 2009

ATTENDING: *Board members:* Matthew Spitzer, Marie Pierre Allie, Jonathan Fisher, Rebecca Golden, Unni Karunakara, Deane Marchbein, Michael Neuman, John Plum, Brigg Reilley, David Shevlin, Sharmila Shetty

Staff: Management Team, Sophie Delaunay, Gabrielle Wang, Lorena Bilbao

Absent: Mary Ann Hopkins

Minutes: Simpson Thacher & Bartlett LLP

AGENDA: Operational/Program Updates; Executive Update; President Update; Committee Updates.

Matt called the meeting to order at 9:35 AM.

I. Operational/Program Updates

Lorena gave an update on the situation in Gaza. She discussed efforts to reach the north with a new surgical team and supplies. Discussion ensued about the crisis, communications, and coordination efforts between MSF teams on the ground. She also reported on MSF activities in Pakistan and Haiti.

II. Executive Update

A. Operational planning for 2009

Matt welcomed Sophie to her first meeting as head of MSF-USA.

Sophie gave an update on the operational plan, with input from Johanne, and reported that an executive summary would be ready for the board meeting in February.

The ensuing discussion focused on the general strategy being discussed within operations, the planned reductions in the operational budget, and the decision-making process.

B. Executive Director Transition Update

Sophie reminded the board that the handover process had ended the previous Friday, and that she was now the sole executive director. She reported that her priority for the next two weeks was to finalize the annual plan and recruitment of the access campaign manager. She will also be working on governance at the international level.

III. President Update

Matt reported that MSF-USA achieved its 2008 fundraising goal and went on to discuss the different fundraising strategies that had contributed to this success.

A. Board Budget and Plan for 2009

Matt gave a detailed explanation of the 2009 budget and led a discussion related to various items, including cost-cutting measures relating to the Board, including the idea of reducing the board meeting schedule from five to four meetings annually. Matt said he and Gabrielle would circulate a draft budget to allow the board to review and digest it before discussion, finalization, and approval at the February meeting. Matt also confirmed that an international position remained open on the Board.

There was a brief discussion related to Board travel.

IV. Committee Updates

A. Association Committee

Sharmila led a discussion on Board participation in upcoming Field Associative Debates (FADS). She went on to report on the Association Committee's discussion about introducing a new election process for new Board members.

B. Administrative Committee

John noted that the first administrative committee meeting was scheduled for February 23, so the call preceded it, and they have nothing to report.

C. Program Committee

Rebecca reported back from the December 18 Committee meeting which focused on finding ways to increase communication with the Paris section. The Committee agreed they would aim to interact with the Paris section in the same way they interact with other international sections (twice per year to discuss the operational plan and major operational themes).

**of the MSF-USA Board of Directors
February 6-7, 2009**

Resolutions

- **RESOLVED, that the Board of Directors of MSF-USA hereby approves a commitment of MSF-USA to MSF Logistique of 1 million Euros per year for the next three years for the MSF Logistique expansion project.**
- **RESOLVED, that the Board of Directors of MSF-USA hereby approves the Board annual plan and associated budget as presented.**
- **RESOLVED, that the Board of Directors of MSF-USA hereby approves the small grants as recommended by the Program Committee (as detailed in the attachment to these minutes).**
- **RESOLVED, that the Board of Directors of MSF-USA hereby approves the final allocations of grants to the various MSF sections (as detailed in the attachment to these minutes).**
- **RESOLVED, that the Board of Directors of MSF-USA hereby approves the grant-approval procedure guidelines.**
- **RESOLVED, that the Board of Directors of MSF-USA hereby approves the minutes from the meeting of the Board of Directors of MSF-USA held on September 19-20, 2008.**

MINUTES

MÉDECINS SANS FRONTIÈRES USA., INC.

Meeting of the Board of Directors

333 Seventh Avenue, 2nd Floor

New York, New York 10001

February 6-7, 2009

ATTENDING: *Board members:* Marie-Pierre Allie, Jonathan Fisher, Rebecca Golden, Mary Ann Hopkins, Unni Karunakara, Deane Marchbein, Michael Neuman, John Plum, Brigg Reilley, David Shevlin, Sharmila Shetty, Matt Spitzer

Guests: Paul McPhun, Operations Manager for MSF-Canada/OCA

Staff: Sophie Delaunay, Jason Cone, Nick Lawson, Ellen Rymshaw, Johanne Sekkenes, Jennifer Tierney, Steven Solinsky, Gabrielle Wang, Monica Genya

Counsel: Drew Rabe and Jillian Krell of Simpson Thacher & Bartlett LLP

AGENDA: Friday, February 6, 2009: Welcome and Introductions, Operational Discussion, Annual Plan 2009, Paris Operational Plan 2009/OCP

 Saturday, February 7, 2009: Q&A MSF Logistique; Board self-assessment; Board Annual Plan Discussion; Discussion of Election Process; Committee Reports

Friday, February 6, 2009

Matt called the meeting to order at 9:13 a.m.

I. Welcome and Introductions

Matt thanked all attendees and reviewed the agenda.

II. Operational Discussion

Ellen Rymshaw and Paul McPhun gave an update on MSF's programs in Haiti and advocacy efforts. The presentations were followed by a Q and A and Board discussion.

Annual Plan 2009

Following Sophie's introduction, senior staff from MSF-USA presented on different aspects of the annual plan—the desk, program, fundraising, communications, field HR, and finances. Each presentation was followed by a brief Q and A period.

Sophie addressed MSF's advocacy efforts, the US office's relationship with the international office, the access campaign, field support issues, the OCP partnership, and challenges facing the international movement in the coming year.

There was also a discussion of MSF's corporate giving policy.

Matt then presented on the international peer review process before offering his comments on the annual plan. He asked that progress regarding the annual plan be reported on mid-way through 2009.

III. Paris Operational Plan 2009

Johanne led a discussion on the Paris operational plan for 2009, then took questions from the Board.

Sophie commented briefly on the MSF-France budget and the budget implications of the plan followed by a Board discussion of MSF-USA's financial commitment to MSF-France and OCP.

Matt closed the day's meeting at 4:51 p.m. and noted an Association Committee meeting would follow.

Saturday February 7, 2009

Matt brought the meeting to order at 9:08 am.

Matt, Jonathan, Brigg, John, Sharmila, Michael, Mary Ann, Deane, Steve, Marie Pierre were in attendance.

I. Operations

Pakistan

Sophie updated the Board on the recent kidnapping of two MSF aid workers in Pakistan and its impact on operations.

MSF Logistique

Matt gave an overview of the MSF Logistique expansion project and request for financial support. The Board discussed the proposal before hearing from Gerald Massis, General Director of MSF Logistique, and Bruno Deluche, who both joined the meeting by telephone.

After the call and further discussion, upon motion duly made and seconded, it was unanimously

RESOLVED, that the Board of Directors of MSF-USA hereby approves a commitment of MSF-USA to MSF Logistique of 1 million Euros per year for the next three years for the MSF Logistique expansion project.

II. Board Self Assessment

The Board performed a self-assessment exercise in pairs, and reviewed the answers as a group. Matt will draft a Board plan to be circulated to the Board members.

III. 2009 MSF-USA Association Annual Plan

Monica presented the Association Annual Plan and 2008 achievements, which was followed by a discussion with the Board.

IV. Board Budget

Matt led a discussion about the Board budget, including travel, and the issue of officer roles and compensation.

After discussion, upon motion duly made and seconded, it was unanimously

RESOLVED, that the Board of Directors of MSF-USA hereby approves the Board annual plan and associated budget as presented.

V. Conflict of Interest Disclosure Statement for Board

Each Board member completed and signed a conflict disclosure agreement and returned it to Gabrielle.

VI. Nominations for Officer Positions

The following nominations for Officer positions were made:

Treasurer: John Plum

Secretary: Dave Shevlin

VP: Rebecca, Unni, Michael, Jonathan and Deane

President: Matt Spitzer

Deane, Michael and Rebecca all asked that their names be removed from consideration.

VII. Committee Issues

Sharmila led a discussion related to the election of Committee Chairs in April. Unni brought up MSF-Canada's Board's interest in an exchange-liaison with the MSF-USA Board.

VIII. Committee Updates

- Audit Committee: Dave had nothing to report.

- Administrative Committee: John gave an update on the recent meeting of the administrative committee.
- Association Committee: Sharmila told the Board about ideas for revamping the voting process for Board directors at the GA and that committee members were meeting with someone from Fair Vote on March 3rd to discuss options.
- Program Committee: Rebecca presented to the Board three recommendations for Board resolution:
 - i. The first recommendation was in reference to small, donor-designated grants, restricted to MSF activities in specific countries.

After discussion, upon motion duly made and seconded, it was unanimously

RESOLVED, that the Board of Directors of MSF-USA hereby approves the small grants as recommended by the Program Committee (as detailed in the attachment to these minutes).

- ii. The second recommendation was regarding final allocations of grants to various MSF sections.

After discussion, upon motion duly made and seconded, it was unanimously

RESOLVED, that the Board of Directors of MSF-USA hereby approves the final allocations of grants to the various MSF sections (as detailed in the attachment to these minutes).

- iii. Finally, Rebecca asked for Board approval of the grant-approval procedure guidelines.

After discussion, upon motion duly made and seconded, it was

RESOLVED, that the Board of Directors of MSF-USA hereby approves the grant-approval procedure guidelines. (Marie-Pierre and Unni abstained)

IX. September Minutes

After discussion, upon motion duly made and seconded, it was unanimously

RESOLVED, that the Board of Directors of MSF-USA hereby approves the minutes from the meeting of the Board of Directors of MSF-USA held on September 19-20, 2008.

X. Miscellaneous

Dave introduced the idea of “consent agendas” to the Board and led a discussion on the production of an introductory packet for new Board members.

There being no further business, the meeting was adjourned at 4:50 p.m.

**Resolutions from Meeting
of the MSF-USA Board of Directors
March 13, 2009**

Resolutions

- **RESOLVED, that the Board of Directors of MSF-USA hereby approves the Minutes of its meetings held on December 11-12, 2008.**

- **RESOLVED, that the corporate gift acceptance policy of MSF-USA be amended to include ready-to-use food companies in the category of pharmaceutical companies, so that MSF-USA would be prohibited in accepting gifts from such companies.**

- **RESOLVED, that the corporate gift acceptance policy of MSF-USA be amended to include language stating that no significant portion of revenues of companies from whom corporate gifts are accepted may include income from the categories restricted under the gift acceptance policy.**

- **RESOLVED, that Elizabeth Beshel be appointed to the MSF-USA Board of Advisors.**

MINUTES

MÉDECINS SANS FRONTIÈRES U.S.A., INC.

Telephonic Meeting of the Board of Directors

March 13, 2009

ATTENDING: *Board members:* Matt Spitzer, Marie-Pierre Allie, Rebecca Golden, Deane Marchbein, Michael Neuman, John Plum, Brigg Reilley, Sharmila Shetty,

Absent: Sophie Delaunay, Jonathan Fisher, Mary Ann Hopkins, Unni Karunakara, David Shevlin

Staff: Management Team, Gabrielle Wang, David Olson, Jennifer Tierney,

Guests: Malika Saim, Fabrice Weissman (via phone)

Counsel: Jillian Krell of Simpson Thacher & Bartlett LLP

AGENDA: Minutes Approval; Program Updates; CRASH Project Presentation; Review of Corporate Gift Acceptance Policy; President Update; Committee Update

Matt called the meeting to order at 9:35 a.m.

Approval of Minutes

After discussion, upon motion duly made, it was unanimously:

RESOLVED, that the Board of Directors of MSF-USA hereby approves the Minutes of its meetings held on December 11-12, 2008.

Matt noted that he will ensure that these minutes get posted to the Association website.

I. Darfur

Malika Saim, Deputy Desk Manager at MSF France, gave an update on the humanitarian and security situation in Darfur in light of the Sudanese government's expulsion of some MSF teams from Darfur and Northern Sudan and the recent meningitis outbreak.

II. Zimbabwe

David Olson gave a brief update on the cholera epidemic in Zimbabwe and answered questions from the Board.

III. CRASH Project Presentation

Fabrice Weissman gave a presentation on the Paris-based CRASH (Centre de Réflexion sur l'Action et les Savoirs Humanitaires) and its plans for the future.

IV. Corporate Gift Acceptance Policy

Jennifer updated the Board on MSF-USA's corporate gift acceptance policy.

After discussion, upon motion duly made, it was unanimously:

RESOLVED, that the corporate gift acceptance policy of MSF-USA be amended to include ready-to-use food companies in the category of pharmaceutical companies, so that MSF-USA would be prohibited in accepting gifts from such companies.

After discussion, upon motion duly made, it was unanimously:

RESOLVED, that the corporate gift acceptance policy of MSF-USA be amended to include language stating that no significant portion of revenues of companies from whom corporate gifts are accepted may include income from the categories restricted under the gift acceptance policy.

V. President's Update.

Matt began the President's update by introducing Elizabeth Beshel's candidacy for the Board of Advisors. After discussion, upon motion duly made, it was unanimously:

RESOLVED, that Elizabeth Beshel be appointed to the MSF-USA Board of Advisors.

Matt then discussed the General Assembly travel schedule for MSF-USA Board members.

Finally, Matt reminded the Board about ongoing discussions regarding increased collaboration with MSF-Spain.

VII. Association Update

Sharmila gave an update on Association Committee activities and informed the Board that a draft agenda for the GA will soon be distributed. She reported back on a recent meeting with Fair Vote on a potential new voting system for new Board members.

There being no further business, the meeting was adjourned at noon.

**Resolutions from Meeting
of the MSF USA Board of Directors
April 17-18, 2009**

Resolutions

- **RESOLVED, that the Board of Directors of MSF USA hereby approves the minutes from the meeting of the Board of Directors of MSF USA held on June 18, 2008, August 15, 2008, October 17, 2008, November 7, 2008 and January 16, 2009.**
- **RESOLVED, that the Board of Directors of MSF USA hereby elects Matt Spitzer as president of the Board of Directors of MSF USA.**
- **RESOLVED, that the Board of Directors of MSF USA hereby elects David Shevlin as secretary of the Board of Directors of MSF USA.**
- **RESOLVED, that the Board of Directors of MSF USA hereby elects John Plum as treasurer of the Board of Directors of MSF USA.**
- **RESOLVED, that the Board of Directors of MSF USA hereby elects Unni Karunakara as vice president of the Board of Directors of MSF USA.**
- **RESOLVED, that the Board of Directors of MSF USA hereby approves ranked choice voting for Board elections beginning at the 2009 MSF USA General Assembly, with the association committee to approve the specific technical choices.**
- **RESOLVED, that the Board of Directors of MSF USA hereby approves the annual contribution to the international office in the amount of €1,196,358.79.**
- **RESOLVED, that the Board of Directors of MSF USA hereby approves the contribution to DNDI in the amount of €967,946.**

MINUTES

MÉDECINS SANS FRONTIÈRES USA., INC.

333 Seventh Avenue, 2nd Floor

New York, NY 10001

April 17-18, 2009

ATTENDING: *Board members:* Rebecca Golden, Jonathan Fisher, Mary Ann Hopkins, Unni Karunakara, Deane Marchbein, Michael Neuman, John Plum, Brigg Reilley, Sharmila Shetty, Dave Shevlin, Matthew Spitzer

Staff: Sophie Delaunay, MT, Greg Elder, Manuel Lannaud, Monica Genya, Gabrielle Wang, Johanne Sekkenes, Steve Solinsky, Paula Farias (on the phone)

Absent: Marie-Pierre Allie

Minutes: Simpson Thacher & Bartlett LLP

AGENDA: **Friday, April 17, 2009:** Operational Discussion; MSF's Response to Epidemics; Decentralization Dossier; International Platforms/Topics; Revenue and Expense Update; Fundraising Policies

Saturday, April 18, 2009: Partnership Issues with OCBA; Implementation of Recommendations following recent field accident; Approval of Minutes; Associative Issues; Officer Elections; Committee Reports; Wrap-Up

Friday, April 17, 2009

Matt called the meeting to order at 9:13, and reviewed the agenda.

I. Operational Discussion

1. Sri Lanka

Manuel Lannaud, Interim Program Officer, led a discussion on current operations in Sri Lanka.

2. Sudan

Manuel updated the Board on MSF activities and the security situation in Sudan and answered questions from the Board.

III. MSF's Response to Epidemics

Greg Elder gave an update on MSF's meningitis vaccination campaign in Nigeria in response to a huge outbreak in the meningitis belt and answered questions from the Board.

Matt then broke the meeting for lunch at 1:13 PM, and called the meeting back to order at 1:52 PM.

IV. Decentralization Dossier

Johanne led the discussion and took questions from the Board.

V. International Platforms/Topics

Matt and Sophie led a discussion on Ex. Dir. meetings, international governance working groups, the emergency funding mechanism, and the FTE.

After further Board discussion about operational issues related to the working group and the partnership, Matt moved the meeting on to the Revenue and Expense Update.

VI. Revenue and Expense Update

Steve took the Board through the revenue and expense numbers for the first quarter, describing the grants outlay and a comparison to the numbers in 2008. The presentation was followed by board discussion.

VIII. Fundraising Policies

Matt led a discussion on fundraising, including MSF USA's policy on gift acceptance and alcohol, which was followed by a straw poll. The issue was tabled for further discussion at another time.

Matt adjourned the meeting at 6:33 PM.

Saturday, April 18, 2009

Matt called the meeting to order at 10:32 AM.

I. Partnership Issues with OCBA

Unni led the discussion on partnership issues with OCBA.

Paula joined the discussion by phone to answer questions from the Board.

II. Implementation of Recommendations Following Field Accident

Closed session.

The Board discussed internal guidelines, field investigation, logistical needs regarding electricity, the implementation of safety regulations, and communications issues.

III. Approval of Minutes

After discussion, upon motion duly made and seconded, it was unanimously

RESOLVED, that the Board of Directors of MSF USA hereby approves the minutes from the meeting of the Board of Directors of MSF USA held on June 18, 2008, August 15, 2008, October 17, 2008, November 7, 2008 and January 16, 2009.

The meeting broke for lunch, and Matt called the meeting back to order at 1:40 PM

IV. Associative Issues

Board members gave updates on the various Field Association Debates (FADs) attended: Mary Ann gave an update on the Haiti FAD; Michael on CAR; Matt on the FADS in Kenya (for Somalia) and Uganda; and Unni on the India FAD. Sharmila gave an update on the Japan GA.

V. Officer Elections: President/VP/Secretary/Treasurer

At the last meeting, Dave was nominated as secretary, John as treasurer, Matt as President, and Unni and Jonathan as Vice President.

Jonathan and Unni presented personal statements about their interest in serving as vice president, and then both left the room. The Board then held a discussion on the candidates with all non-Board members out of the room, and then voted on the Vice President.

After discussion, upon motion duly made and seconded, it was unanimously

RESOLVED, that the Board of Directors of MSF USA hereby elects Matthew Spitzer as president of the Board of Directors of MSF USA.

After discussion, upon motion duly made and seconded, it was unanimously

RESOLVED, that the Board of Directors of MSF USA hereby elects David Shevlin as secretary of the Board of Directors of MSF USA.

After discussion, upon motion duly made and seconded, it was unanimously

RESOLVED, that the Board of Directors of MSF USA hereby elects John Plum as treasurer of the Board of Directors of MSF USA.

After discussion, upon motion duly made and seconded, it was

RESOLVED, that the Board of Directors of MSF USA hereby elects Unni Karunakara as vice president of the Board of Directors of MSF USA.

VI. Committee Reports

Dave presented the report of the audit committee.

Dave then moved to resolutions, explaining that MSF needed a specifically worded resolution in connection with a personal representative for a bequest, and a second resolution appointing Fidelity as broker to accept a bequest to MSF USA, and allowing Steve to sign documents necessary to effectuate the bequest.

After discussion, upon motion duly made and seconded, two resolutions were passed relating to these two issues.

John then led an administrative committee discussion.

Sharmila led the discussion on the association committee, which was gearing up for the GA coming up in June. The committee was still discussing a mechanism for voting at GA – ranked choice voting – which ranks preferences for candidates rather than simply checking off candidates.

Jonathan proposed a resolution to switch to ranked choice voting for Board elections starting at GA 2009, with the association committee to approve the specific vote counting method.

After discussion, upon motion duly made and seconded, it was

RESOLVED, that the Board of Directors of MSF USA hereby approves ranked choice voting for Board elections beginning at the 2009 MSF USA General Assembly, with the association committee to approve the specific vote counting method.

Rebecca then gave a program committee update.

First, the committee proposed that the annual contribution to the international office be made in the amount of €1,196,358.79.

After discussion, upon motion duly made and seconded, it was unanimously

RESOLVED, that the Board of Directors of MSF USA hereby approves the annual contribution to the international office in the amount of €1,196,358.79.

Secondly, the committee voted on the DNDI contribution payment, in the amount of €68,000, or 4% of the DNDI budget.

After discussion, upon motion duly made and seconded, it was unanimously

RESOLVED, that the Board of Directors of MSF USA hereby approves the contribution to DNDI in the amount of €68,000.

VII. Wrap-Up

Matt focused on some action items, thanked Gabrielle and Monica for their help in organizing the meeting, and adjourned the meeting at 5:45 PM.

**Resolutions from Meeting
of the MSF-USA Board of Directors
May 15, 2009**

RESOLVED

- **RESOLVED, that the Board of Directors of MSF-USA hereby approves the minutes for the February 6-7, 2009 meeting of the Board of Directors of MSF-USA.**
- **RESOLVED, that the Board of Directors of MSF-USA hereby approves the proposed grants to OCB and OCBA in the amounts of \$9,509,000 and \$11,411,900, respectively.**

V. Committee Updates

Elizabeth Barone joined the meeting. Rebecca began with the Program Committee update, including the issue of grant approvals, which needed to be voted on by the full Board.

After discussion, upon motion duly made and seconded, it was unanimously

RESOLVED, that the Board of Directors of MSF-USA hereby approves the proposed grants to OCB and OCBA in the amounts of \$9,509,000 and \$11,411, 900, respectively.

John noted that the committee had nothing to present, and would have its next meeting on June 1.

Sharmila gave an associative committee update and explained that the GA agenda had been finalized and would be distributed shortly. She also discussed the ranked choice voting system.

As there were no additional questions or issues to be discussed, Matt adjourned the meeting at 11:31.

**Resolutions from Meeting
of the MSF USA Board of Directors
June 18, 2009**

- **RESOLVED, that the Board of Directors of MSF USA hereby approves the minutes from the meeting of the Board of Directors of MSF USA held on March 13, 2009.**
- **RESOLVED, that the Board of Directors of MSF-USA hereby approves the apportionment of the MSF-USA grant to OCB to be used as described in these minutes**
 - **Thematic HIV/AIDS Grant: 5,100,000 USD**
 - **Thematic Emergency Grant: 2,009,000 USD**
 - **Individual Project Grants: DRC North Kivu 1,100,000 USD**
 - **Haiti Martissant 600,000 USD**
 - **Sudan Darfur Kab Kabya 700,000 USD**
- **RESOLVED, that the Board of Directors of MSF-USA hereby approves the annual multipurpose grant of USD \$11,411,900 for OCBA.**
- **RESOLVED, that the Board of Directors of MSF-USA hereby approves the grant of USD \$6,700,000 for OC-Amsterdam.**
- **RESOLVED, that the Board of Directors of MSF-USA hereby approves the multipurpose OCP grant for USD \$86,860,000 and the grant for Epicentre for USD \$430,000.**

MINUTES

MÉDECINS SANS FRONTIÈRES USA., INC.
333 Seventh Avenue, 2nd Floor
New York, NY 10001
June 18, 2009

ATTENDING: *Board* Marie-Pierre Allie, Rebecca Golden, Jonathan
 members: Fisher, Mary Ann Hopkins, Unni Karunakara,
 Deane Marchbein, Michael Neuman, John Plum,
 Brigg Reilley, Sharmila Shetty, Dave Shevlin,
 Matthew Spitzer

Staff: Sophie Delaunay, MT, Monica Genya, Gabrielle
 Wang

Minutes: Simpson Thacher & Bartlett LLP

Matt brought the meeting to order at 7:20 pm, and introduced a few new staff members in the office. He also introduced two Board candidates – David Huntley & Sachin Desai.

I. Minutes

After discussion, upon motion duly made and seconded, it was unanimously

RESOLVED, that the Board of Directors of MSF USA hereby approves the minutes from the meeting of the Board of Directors of MSF USA held on March 13, 2009.

II. Final Preparation for the General Assembly

Sharmila presented on the final preparations for the GA, and thanked those who have contributed. The Board discussed plans for the GA.

Matt presented on procedures to handle officer elections should those Board members up for re-election not be elected and the election of committee chairs, due to happen in September.

The Board then discussed Matt's GA speech in detail.

III. International Platforms/Topics

A. ExDir Debriefing—Gates Foundation Discussion

Sophie presented on the recent ExDir meeting discussion related to the Gates Foundation, which was followed by discussion.

B. Section Review

Matt presented a review of the IC discussion on new MSF sections.

C. Typology Exercise

Matt and Sophie discussed the typology study, which was discussed at the ExDir and will be presented to the IC.

The Board discussed the typology and its usefulness as a tool.

IV. Committee Reports

A. Program Committee

Rebecca presented the Program Committee update. She asked the Board to vote on four standard grants.

Grant #1: Rebecca explained that the MSF-USA Board had already approved a grant of USD \$9,509,000 for OC-Belgium. Now, Rebecca requested that the Board approve the apportionment of the grant for the following projects:

Thematic HIV/AIDS Grant: 5,100,000 USD

Thematic Emergency Grant: 2,009,000 USD

Individual Project Grants: DRC North Kivu 1,100,000 USD

Haiti Martissant 600,000 USD

Sudan Darfur Kab Kabya 700,000 USD

After discussion, upon motion duly made and seconded, it was

RESOLVED, that the Board of Directors of MSF-USA hereby approves the apportionment of the MSF-USA grant to OCB to be used as described in these minutes.

Grant #2: Rebecca then requested that the MSF-USA Board approve the annual multipurpose grant of USD \$11,411,900 for OCBA. The Board discussed the grant and its uses.

After discussion, upon motion duly made and seconded, it was

RESOLVED, that the Board of Directors of MSF-USA hereby approves the annual multipurpose grant of USD \$11,411,900 for OCBA.

Grant #3: Rebecca then requested that the MSF-USA Board approve a grant of USD \$6,700,000 for OC-Amsterdam.

Individual Project Grants: Darfur 700,000 USD
 DRC 2,000,000 USD
 Somalia 2,000,000 USD
 Zimbabwe 2,000,000 USD

After discussion, upon motion duly made and seconded, it was

RESOLVED, that the Board of Directors of MSF-USA hereby approves the grant of USD \$6,700,000 for OC-Amsterdam.

Grant #4: Rebecca then requested that the MSF-USA Board approve the OCP and Epicentre grants. The multipurpose OCP grant is for USD \$86,860,000 and the grant for Epicentre is for USD \$430,000.

After discussion, upon motion duly made and seconded, it was

RESOLVED, that the Board of Directors of MSF-USA hereby approves the multipurpose OCP grant for USD \$86,860,000 and the grant for Epicentre for USD \$430,000.

B. Administrative Committee.

John gave his update on Administrative Committee activities.

He asked the Board to approve resolutions, based on a request from Wachovia, that the MSF-USA Board of Directors authorize the liquidation of four stock donations:

After discussion, upon motion duly made and seconded, it was

RESOLVED, that the Board of Directors of MSF-USA hereby approves the liquidation of shares by Wachovia, for the holdings as listed in these minutes, and as written in the attached corporate resolutions.

C. Association Committee.

Sharmila presented the Association Committee update and noted that while the Committee had thought that MSF-USA would go forward with ranked choice voting, it was

recently decided to not undertake this change for this year's GA election but will reconsider it for next year's elections.

Matt brought the meeting to a close at 9:40pm.

MINUTES

MÉDECINS SANS FRONTIÈRES U.S.A., INC.
Telephonic Meeting of the Board of Directors
July 17, 2009

ATTENDING:	<i>Board members:</i>	Matthew Spitzer, Jonathan Fisher, Rebecca Golden, Mary Ann Hopkins, Unni Karunakara, Deane Marchbein, Michael Neuman, John Plum, Brigg Reilley, Sharmila Shetty, David Shevlin
	<i>Absent:</i>	Marie-Pierre Allie
	<i>Staff:</i>	Sophie Delaunay, MT, Gabrielle Wang, Monica Genya, Manuel Lannaud
	<i>Counsel:</i>	Jillian Krell of Simpson Thacher & Bartlett LLP
AGENDA:		Minutes Approval; Wachovia Resolution; DRC and Sri Lanka updates; Board of Advisors; President's update; Committee updates.

Matt called the meeting to order at 9:35 a.m., and informed the Board that Nicolas's presentation on the Global Health Study would be postponed since he could not participate in the meeting.

VI. Approval of Minutes

The Board discussed the minutes of the Board meeting that took place on April 17-18, 2009, and recommended some changes to the draft minutes.

After discussion, upon motion duly made, it was unanimously:

RESOLVED, that the Board of Directors of MSF-USA hereby approves the Minutes of its meetings held on April 17-18, 2009.

VII. Wachovia Resolution

Next, John recommended, on behalf of the Administrative Committee, that a resolution be passed by the Board for Wachovia, declaring that the MSF-USA Executive Director, Director of Finance, Communications Director, Director of Major Gifts, and Treasurer are authorized

representatives of MSF-USA with full power to execute any and all documents with Wachovia, and to act on behalf of the corporation with Wachovia.

After discussion, upon motion duly made, it was unanimously:

RESOLVED, that the Board of Directors of MSF-USA hereby approves the resolutions for Wachovia, regarding the declaration of certain MSF-USA positions as authorized representatives, in the form attached to these minutes.

VIII. DRC Update—Ueles

Manu updated the Board on the situation in the Ueles district of the Democratic Republic of Congo (DRC) and gave feedback on recent meetings held in New York.

This was followed by a Board discussion on the conflict in DRC and the humanitarian situation there.

IX. Update on Sri Lanka

Manu led a discussion on the current situation and MSF operations in Sri Lanka.

X. Board of Advisors

Sophie updated the Board on activities relating to the MSF-USA Board of Advisors. The MT has recommended that the Board appoint Darin Portnoy to the Board of Advisors.

After discussion, upon motion duly made, it was unanimously:

RESOLVED, that the Board of Directors of MSF-USA hereby approves the appointment of Darin Portnoy to the MSF-USA Board of Advisors.

XI. President's Update

A. International Council (IC) Update

Matt updated the Board on the recent IC meeting, including discussions on governance, the ICB, and Field Associative Debates (FADs).

XII. Committee Updates

A. Association Committee

Sharmila gave an update on outcomes of the GA, including the number of attendees, the number of voting Association members, and how the different sessions were rated by participants in the follow-up survey.

She reported that Matt will be the lead on the mental health resolution and Brigg will be the lead on the research resolution.

Matt brought meeting to a close at 11:45am.

Resolutions from Meeting
of the MSF-USA Board of Directors
August 21, 2009

Resolutions

- **RESOLVED, that the Board of Directors of MSF-USA hereby approves the minutes from the meeting of the Board of Directors of MSF-USA held on May 15, 2009.**

MINUTES

MÉDECINS SANS FRONTIÈRES USA., INC.

Telephonic Meeting of the Board of Directors

August 21, 2009

ATTENDING: *Board members:* Matt Spitzer, Marie-Pierre Allié, Jonathan Fisher, Mary Ann Hopkins, Unni Karunakara, Deane Marchbein, Michaël Neuman, John Plum, David Shevlin

Absent: Sharmila Shetty, Rebecca Golden, Brigg Reilley

Staff: Sophie Delaunay, MT, Greg Elder, Monica Genya, Steven Solinsky, Gabrielle Wang.

Counsel: Drew Rabe of Simpson Thacher & Bartlett LLP

AGENDA: Approval of Minutes, Nutritional Situation in S. Ethiopia, Mid-Year Review of Annual Plan, Committee Updates, Plans for September Retreat

Matt called the meeting to order at 9:35 a.m.

I. Approval of Minutes

Matt thanked the Board, reviewed the agenda and asked for feedback on the May 15, 2009 Board minutes. Matt commented on the minutes briefly.

After discussion, upon motion duly made and seconded, it was unanimously

RESOLVED, that the Board of Directors of MSF-USA hereby approves the minutes from the meeting of the Board of Directors of MSF-USA held on May 15, 2009.

II. Nutritional Situation in S. Ethiopia

Unni and Greg gave an update on the nutritional crisis in Ethiopia and the scope of MSF operations.

Matt then asked the Board for any questions and discussion ensued on MSF operations in the region.

III. Mid-Year Review of Annual Plan

A. Executive Summary

Sophie introduced the presentation of the mid-year review of the annual plan.

B. MSF-USA Budget Revision

Steve reviewed an Administrative Committee meeting earlier in the week and explained the reasons for revisions made to the budgetary projections. He gave an overview of expenses, revenue, and grants, which was followed by Board discussion.

C. Mid-Year Review in Greater Detail

Sophie then returned to the mid-year review of the annual plan, including discussions related to the New York Desk's operations, the four delegated dossiers (infectious diseases, intestinal diseases, hospital management, and delegation of responsibilities), field HR, development, communications, advocacy, and the access campaign.

There was also discussion about SHREC (Suitable/Swift Humanitarian Response to Emergencies and Crises) and a Q and A on the mid-year plan.

IV. Committee Updates

A. Administrative Committee

John Plum said the Administrative Committee had met and approved a July budget revision and Committee minutes. He said they had also reviewed MSF-USA's insurance policies.

B. Association Committee

Matt gave the Association Committee update because Sharmila was not present. He said efforts had already started to schedule next year's General Assembly and secure a venue.

V. Plans for September Retreat

Matt then reviewed the upcoming Board retreat. The Board discussed scheduling, location, and the purpose of the meeting.

There being no further business, the meeting was adjourned at 11:37 a.m.

**Resolutions from Meeting
of the MSF-USA Board of Directors
September 11, 2009**

Resolutions

- **RESOLVED, that the Board of Directors of MSF-USA hereby approves the minutes from the meeting of the Board of Directors of MSF-USA held on June 18, 2009.**

MINUTES

MÉDECINS SANS FRONTIÈRES USA., INC.

Meeting of the Board of Directors

333 Seventh Avenue, 2nd Floor

New York, New York 10001

September 11, 2009

ATTENDING: *Board members:* Marie-Pierre Aliie, Jonathan Fisher, Rebecca Golden, Deane Marchbein, John Plum, Brigg Reilley, David Shevlin, Sharmila Shetty, Matthew Spitzer

Absent: Mary Ann Hopkins, Michael Neuman, Unni Karunakara

Guests: Djamila Mili, Charles Hirschler, Heather McLean, Marta Canas

Staff: Sophie Delaunay, MT, Lorena Bilbao, Manuel Lannaud, Gabrielle Wang, Jennifer Tierney, Kim Daley

Counsel: Drew Rabe and John Bennett of Simpson Thacher & Bartlett LLP

AGENDA: Friday, September 11, 2009: Welcome and Introductions, Presentation & Training for Be There 1st Campaign, Operational Discussion: Afghanistan/Pakistan, Crises in Central African Republic & South Sudan, SHREC Project: Implications for the Partnership and MSF-USA, Discussion on International Accounts, Approval of Minutes, Wrap-up & Overview of the Retreat.

Friday, September 11, 2009

Matt called the meeting to order at 9:14 a.m.

IV. Welcome and Introductions

Matt welcomed the board and reviewed the agenda. He also introduced new staff members and reviewed their positions.

V. Presentation & Training for Be There 1st Campaign

Jennifer Tierney gave the Board a brief overview of the Be There 1st Campaign, a website being launched to raise money and bring attention to the work of MSF.

Kim Daley and Heather McLean, a fundraising innovation consultant, presented on the plan in more detail. The Board discussed the idea.

VI. Operational Discussion: Afghanistan/Pakistan

Sophie reviewed MSF programs in Pakistan, followed by a presentation by Manuel Lannaud on Afghanistan. There was Board discussion before Matt called a break.

VII. Crises in Central African Republic & South Sudan

After the break, Marta Canas gave an overview of MSF responses to the crises in Central African Republic (CAR) and South Sudan.

This was followed by Board questions.

A break was then called for lunch.

VIII. SHREC Project: Implications for the Partnership and MSF-USA

After lunch, Sophie began her presentation on SHREC (Swift Humanitarian Response to Emergencies and Crises), outlining its purpose, members, and objectives. This was followed by a vigorous and extensive debate.

IX. Discussion on International Accounts

Djamila Mili, the International Office (IO)'s Finance Coordinator, gave a presentation on international accounts at the IO, an overview of the roles and responsibilities of the IO and the international platforms, and international finance coordination.

X. Approval of Minutes

After discussion, upon motion duly made and seconded, it was unanimously

RESOLVED, that the Board of Directors of MSF-USA hereby approves the minutes from the meeting of the Board of Directors of MSF-USA held on June 18, 2009.

XI. Wrap-up & Overview of the Retreat

Matt then briefly reviewed the upcoming retreat's agenda and who will be attending. The Board also discussed timing issues regarding tomorrow's departure.

There being no further business, the meeting was adjourned at 5:52 p.m.

MINUTES

MÉDECINS SANS FRONTIÈRES U.S.A., INC.

Telephonic Meeting of the Board of Directors

October 16, 2009

ATTENDING: *Board members:* Matthew Spitzer, Marie-Pierre Allie, Rebecca Golden, Mary Ann Hopkins, Unni Karunakara, Deane Marchbein, Brigg Reilley

Absent: Michael Neuman, Jonathan Fisher, David Shevlin, Sharmila Shetty, John Plum

Staff: Sophie Delaunay, MT, Lorena Bilbao, Gabrielle Wang, Johanne Sekkenes

Counsel: Jillian Krell of Simpson Thacher & Bartlett LLP

AGENDA: Minutes Approval; Sri Lanka Update; Chagas; Executive Seminaire in Paris; Joint Board Meeting; Committee Updates

Matt Spitzer called the meeting to order at 9:35 a.m.

XIII. Approval of Minutes

The Board discussed the minutes of the Board meeting that took place on July 17, 2009.

After discussion, upon motion duly made, it was:

RESOLVED, that the Board of Directors of MSF-USA hereby approves the Minutes of its meetings held on April 17-18, 2009.

XIV. Sri Lanka

Johanne Sekkenes and Lorena Bilbao from the Program department updated the Board on the current situation in Sri Lanka.

XV. Chagas

Matt reported to the Board on the recent Chagas scientific symposium and public event held two weeks ago.

The Board then discussed the role of MSF-USA advocacy for Chagas and other neglected diseases.

XVI. Executive Seminaire in Paris

Sophie Delaunay reported to the Board on the recent OCP Seminaire, which was a one-week executive teams meeting focused mostly on SHREC (Swift Humanitarian Response to Emergencies and Crises) and executive organization and management.

XVII. Joint board meeting

Matt reviewed the plans for the upcoming Joint Board meeting in Paris.

XVIII. Committee Updates**A. Program Committee**

Brigg updated the Board regarding the Program Committee's discussions on priorities identified at the Board retreat.

B. Association Committee

Matt updated the Board on the Association Committee's activities.

Matt then brought meeting to close at 11:35am.

Resolutions from Meeting
of the MSF-USA Board of Directors
November 6, 2009

Resolutions

- **RESOLVED, that the Board of Directors of MSF-USA hereby approves the recommendation of the Administrative Committee to restructure the MSF-USA reserve policy in accordance with the approach outlined in these minutes.**

MINUTES

MÉDECINS SANS FRONTIÈRES U.S.A., INC.

Telephonic Meeting of the Board of Directors

November 6, 2009

ATTENDING: *Board members:* Matthew Spitzer, Marie-Pierre Allie, Jonathan Fisher, Rebecca Golden, Mary Ann Hopkins, Unni Karunakara, Deane Marchbein, Michael Neuman, John Plum, Brigg Reilley, Sharmila Shetty, David Shevlin

Staff: Sophie Delaunay, MT, Lorena Bilbao, Monica Genya, Gabrielle Wang, Malika Saim (MSF-France)

Counsel: Jillian Krell of Simpson Thacher & Bartlett LLP

AGENDA: Yemen Update, Annual Plan, Committee Updates

XIX. Yemen Update

Malika Saim, General Delegate to the Director of Operations in Paris, updated the Board on the situation and MSF operations in Yemen, then took questions from the Board.

XX. Annual Plan

Matt updated the Board on the status of preparing the annual plan. Sophie reported that the MT is on track to give the Board a detailed strategic plan by February.

XXI. President's Update

Matt informed the Board that the governance reform website is now up and running, and comments are flowing in. He encouraged Board members to review, comment, and respond on the website.

Marie Pierre then updated the Board on the activities of the governance working group, which was followed by discussion. .

XXII. Committee Updates

A. Administrative Committee

John informed the Board that the Administrative Committee is recommending a modification to the MSF-USA approach to operational center grants and its reserve policy and went on to describe the recommendation in detail.

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The Board discussed the proposal to restructure the reserve policy.

After discussion, upon motion duly made, it was:

RESOLVED, that the Board of Directors of MSF-USA hereby approves the recommendation of the Administrative Committee to restructure the MSF-USA reserve policy in accordance with the approach outlined in these minutes.

Matt then brought the meeting to a close at 11:15am.

**Resolutions from Meeting
of the MSF-USA Board of Directors
December 4-5, 2009**

Resolutions

- **RESOLVED, that the Board of Directors of MSF-USA hereby approves the provisional 2010 budget, subject to revisions with respect to grants.**
- **RESOLVED, that the Board of Directors of MSF-USA hereby approves the Minutes of its meetings held on September 11-12, 2009, pending minor changes.**
- **RESOLVED, that the Board of Directors of MSF-USA hereby approves the Board budget for 2010.**
- **RESOLVED, that the Board of Directors of MSF-USA hereby endorses the Joint Board statement, pending certain minor changes.**
- **RESOLVED, that the Board of Directors of MSF-USA hereby approves the following changes to the International Initiative Grants for 2009: (1) International Office: from 1,196,359 Euros to 1,273,994 Euros; and (2) approval of a request for the Access Campaign of 570,678 Euros.**
- **RESOLVED, that the Board of Directors of MSF-USA hereby approves the following emergency grants to OCB: (1) \$900,000 USD for the DRC Haut Uele; and (2) \$539,000 USD for Burkina Faso Measles.**

MINUTES

MÉDECINS SANS FRONTIÈRES USA., INC.

Meeting of the Board of Directors

333 Seventh Avenue, 2nd Floor

New York, New York 10001

December 4, 2009

ATTENDING:	<i>Board members:</i>	Marie-Pierre Allie, Jonathan Fisher, Rebecca Golden, Deane Marchbein, John Plum, Brigg Reilley, David Shevlin, Sharmila Shetty, Matt Spitzer, Michael Neuman, Mary Ann Hopkins, Unni Karunakara
	<i>Guests:</i>	Members of the Board of Advisors and Association members, Kris Torgeson
	<i>Staff:</i>	Sophie Delaunay, MT, Monica Genya, Gabrielle Wang, Jennifer Tierney, Steve Solinsky, Nick Lawson, Emi MacLean
	<i>Counsel:</i>	Simpson Thacher & Bartlett LLP
AGENDA:		Friday, December 4, 2009: Welcome and Introductions; Orientations for the 2010 Annual Plan; Session on Global Health Topics; Q&A Session with Unni Karunakara – Candidate for ICP; International Office Plan and Budget; Governance Reform Process.

Friday, December 4, 2009

Matt called the meeting to order at 9:11 AM.

I. Welcome and Introductions

Matt welcomed the board, reviewed the agenda, and introduced new staff members.

II. Orientations for 2010 Annual Plan

Sophie and senior staff gave a presentation on the key accomplishments of 2009 and orientations for 2010

Sophie detailed achievements and future plans for the Association.

Jennifer and Steve offered an overview of fundraising results for 2009, including a discussion of the impact of the economic crisis on finances, and outlined budget plans for 2010.

Nick presented on HR, detailing the number and types of field placements made by the US office, trainings, psycho-social support, relations with Canada, and plans for 2010. This was followed by vigorous discussion.

Sophie then moved to a discussion of MSF's public voice and plans for 2010 with both communications and advocacy.

Discussion then turned to operational support for OCP in 2009 and plans for 2010, the implementation of SHREC, and the legal status of potential new entities.

Steve then gave an overview of the provisional budget.

After discussion, upon motion duly made and seconded, it was unanimously

RESOLVED, that the Board of Directors of MSF-USA hereby approves the provisional 2010 budget, subject to revisions with respect to grants.

III. Q&A Session with Unni Karunakara – Candidate for ICP

There was a Q&A session with Unni to give the Board a chance to consider Unni's candidacy for the position of ICP.

After the conclusion of the Q&A session, the board meeting broke for lunch.

IV. Session on Global Health Topics

Emi MacLean, U.S. Manager for the Access Campaign, presented on the Access Campaign's priorities, which was followed by discussion on various issues raised.

V. International Office Plan and Budget

Kris Torgeson presented on the International Office ("IO") 2010 plan and budget as well as its achievements and weaknesses in 2009, which was followed by discussion.

VI. Governance Reform Process

Kris gave an update on the governance reform process, which was followed by discussion.

Matt adjourned the meeting at 7:15 PM.

MINUTES

MÉDECINS SANS FRONTIÈRES USA., INC.

Meeting of the Board of Directors

333 Seventh Avenue, 2nd Floor

New York, New York 10001

December 5, 2009

ATTENDING: *Board members:* Marie-Pierre Allie, Jonathan Fisher, Rebecca Golden, Deane Marchbein, John Plum, Brigg Reilley, David Shevlin, Sharmila Shetty, Matt Spitzer, Michael Neuman, Mary Ann Hopkins, Unni Karunakara

Guests: Association members

Staff: Sophie Delaunay, MT, Monica Genya, Gabrielle Wang

Counsel: Simpson Thacher & Bartlett LLP

AGENDA: Approval of minutes; Board matters and budget; Joint-Board debriefing; GA Resolution update; International issues; Committee updates.

I. Approval of Minutes

The Board discussed the minutes of the in-person Board meeting that took place on September 11-12, 2009.

After discussion, upon motion duly made, it was unanimously:

RESOLVED, that the Board of Directors of MSF-USA hereby approves the Minutes of its meetings held on September 11-12, 2009, pending minor changes.

The Board indicated that abbreviations should no longer be used in the Board minutes, and when guests speak to the Board, their full name and title should be reflected. A glossary of abbreviations can be found on the MSF-USA website.

Gabrielle will maintain a list of open items discussed at prior Board meetings.

II. Board Matters

a. Priorities of the MSF-USA Board of Directors for 2010

Matt reviewed for the Board the priorities that it set out for itself at the recent Board retreat, including focusing on the role of Swift Humanitarian Response to Emergencies and Crises (“SHREC”); increased advocacy, and identity and perception.

b. 2010 Board Budget

Matt then began a discussion of the Board budget for 2010 and the Board reviewed the distributed draft Board budget for 2010.

After further discussion, upon motion duly made, it was unanimously:

RESOLVED, that the Board of Directors of MSF-USA hereby approves the Board budget for 2010.

III. Joint Board Debriefing

Next, the Board discussed the Joint Board meeting statement, as drafted by Marie Pierre.

After much discussion, the Board gave its provisional endorsement of the Joint Board statement, pending elaboration to be facilitated by Matt.

IV. Update on General Assembly (“GA”) Resolutions – from Elena Cherepanov

Association member Elena Cherepanov updated the Board on the mental health resolution made at the 2009 General Assembly.

Joint Board Statement, Part II

Matt then returned the Board’s attention to the Joint Board statement for further discussion, led by Michael.

After further discussion, upon motion duly made, it was unanimously:

RESOLVED, that the Board of Directors of MSF-USA hereby endorses the Joint Board statement, pending certain minor changes.

V. International Issues

Matt told the Board that he would be attending the International Council (“IC”) meeting in a few days, and needs to go with a clear understanding of the MSF-USA Board’s views on governance reform.

The Board discussed various approaches to the governance reform process, and reviewed the criteria for evaluation of governance reform, giving Matt input for his position at the upcoming meeting.

VI. Committee Updates

a. Program Committee

Brigg gave the Program Committee update. He informed the Board that, due to currency fluctuations, the Program Committee was recommending that the following changes be made to the International Initiative Grants for 2009:

- International Office: from 1,196,359 Euros to 1,273,994 Euros
- Approval of a request for the Access Campaign of 570,678 Euros

After further discussion, upon motion duly made, it was unanimously:

RESOLVED, that the Board of Directors of MSF-USA hereby approves the following changes to the International Initiative Grants for 2009: (1) International Office: from 1,196,359 Euros to 1,273,994 Euros; and (2) approval of a request for the Access Campaign of 570,678 Euros.

Next, Brigg informed the Board that emergency grants previously allocated to Operational Center Brussels (“OCB”) now needed to be formally approved. This included \$900,000 USD for the DRC Haut Uele and \$539,000 USD for Burkina Faso Measles.

After further discussion, upon motion duly made, it was unanimously:

RESOLVED, that the Board of Directors of MSF-USA hereby approves the following emergency grants to OCB: (1) \$900,000 USD for the DRC Haut Uele; and (2) \$539,000 USD for Burkina Faso Measles.

b. Association Committee

Sharmila gave an update on the activities of the Association Committee, including a discussion on strategies to best communicate the governance reform project to the Association.

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There being no further business, Matt concluded the meeting at 5:30pm.